

Hearing Date: TBD

Objection Deadline: December 5, 2021 at 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

PROMESA

Title III

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

/

**SEVENTH INTERIM FEE APPLICATION OF GENOVESE JOBLOVE & BATTISTA,
P.A., AS SPECIAL LITIGATION COUNSEL TO OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD OF JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

SUMMARY COVER SHEET

Name of applicant:	Genovese Joblove & Battista, P.A. (“GJB”)
Authorized to provide professional services to:	Special Litigation Counsel for the Official Committee of Unsecured Creditors (the “Committee”) ²
Name of Client:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA and PBA)

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

Petition Date:	May 3, 2017
Date of retention:	May 31, 2019, effective as of April 16, 2019 [Docket No. 7181]
Period for which compensation and reimbursement are sought:	June 1, 2021 through and including September 30, 2021 (the "Application Period")
Amount of interim compensation sought as actual, reasonable, and necessary:	\$204,609.00 ³
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$33,089.07
Are your fee or expense totals different from the sum of previously-served monthly statements for the Application Period?	No.
Total compensation approved by interim order to date:	\$657,907.05 (First Interim Fee Order ECF No. 9046) \$1,339,434.84 (Second Interim Fee Order ECF No. 13296) \$1,171,906.40 (Third Interim Fee Order ECF No. 13824) \$887,215.20 (Fourth Interim Fee Order ECF No. 15971) \$499,302.23 (Fifth Interim Fee Order DE 17646) \$327,033.50 (Sixth Interim Fee Order DE 18371)
Total expenses approved by interim order to date:	\$3,848.56 (First Interim Fee Order ECF No. 9046) \$43,602.27 (Second Interim Fee Order ECF No. 13296) \$33,296.95 (Third Interim Fee Order ECF 13824) \$54,671.58 (Fourth Interim Fee Order ECF No. 15971) \$31,381.55 (Fifth Interim Fee Order DE 17646) \$37,092.49 (Sixth Interim Fee Order DE 18371)
Total allowed compensation paid to date:	\$4,502,036.63
Total allowed expenses paid to date:	\$212,433.49
Blended rate in this Application for all attorneys:	\$466.33/hour ⁴

³ The full amount of fees incurred by GJB during the Application Period total \$204,609.00. GJB agreed taking a voluntary fee reduction equal to 20% in the amount of \$40,921.80 and, thereby, seeks allowance and payment of fees in the amount of \$163,687.20. By the time of the hearing on this Application, a portion of this amount should have been paid by the Debtors pursuant to the Interim Compensation Order, and GJB reserves its rights to seek relief from the Court to the extent any outstanding fees and expenses that are due and payable are not paid on the terms set forth in the Interim Compensation Order.

⁴ The calculation of the blended hourly rates reflected in this Application Period does not take into account GJB's

Blended rate in this Application for all timekeepers:	\$399.31/hour
Total compensation sought in this Application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
Total expenses sought in this Application already paid pursuant to a monthly compensation order but not yet allowed.	\$0.00
Total time expended for fee application preparation during the Application Period:	50.60
Total compensation requested for fee application preparation during the Application Period:	\$13,812.00
Number of professionals included in this Application:	13
If applicable, number of professionals in this Application not included in a staffing plan approved by the client:	N/A
If applicable, difference between fees budgeted and compensation sought for the Application Period:	(\$241,956.66): less than the budgeted fees
Number of professionals billing fewer than 15 hours to the case during the Application Period:	7
Are any timekeeper's hourly rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this Application using the rates originally disclosed in the retention application:	None.

agreement to reduce its fees by an amount equal to 20% of its hourly rates.

**SUMMARY OF PRIOR MONTHLY FEE STATEMENTS FOR THE COMPENSATION
PERIOD FROM APRIL 19, 2019 THROUGH SEPTEMBER 30, 2021**

Date	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested	Fees Paid	Expenses Paid
July 9, 2019	April 19, 2019 - April 30, 2019	\$386,294.25	\$309,035.40	\$278,131.86	\$30,903.54	\$2,539.46	\$278,131.86	\$2,539.46
July 15, 2019	May 1, 2019 - May 31, 2019	\$305,448.00	\$244,358.40	\$219,922.56	\$24,435.84	\$7,833.59	\$219,922.56	\$7,833.59
August 27, 2019	June 1, 2019 - June 30, 2019	\$382,072.25	\$305,657.78	\$275,092.02	\$30,565.73	\$1,389.18	\$213,003.75	\$1,389.18
September 27, 2019	July 1, 2019 - July 31, 2019	\$407,887.50	\$326,310.00	\$293,679.00	\$32,631.00	\$24,948.34	\$251,157.08	\$24,948.34
November 5, 2019	August 1, 2019 - August 30, 2019	\$385,731.00	\$308,584.80	\$277,726.32	\$30,858.48	\$15,291.51	\$198,757.11	\$15,218.16
November 14, 2019	September 1, 2019 - September 30, 2019	\$553,257.25	\$442,605.80	\$398,345.22	\$44,260.58	\$1,973.24	\$207,078.94	\$1,942.64
January 10, 2020	October 1, 2019 - October 31, 2019	\$606,059.25	\$484,847.40	\$436,362.66	\$48,484.74	\$7,695.88	\$236,682.26	\$4,153.17
March 2, 2020	November 1, 2019 - November 30, 2019	\$418,140.50	\$334,512.40	\$301,061.16	\$33,451.24	\$7,321.13	\$215,445.16	\$7,233.83
March 2, 2020	December 1, 2019 - December 31, 2019	\$263,706.75	\$210,965.54	\$189,868.86	\$21,096.68	\$9,617.26	\$138,657.53	\$8,191.43
March 12, 2020	January 1, 2020 - January 31, 2020	\$206,881.25	\$165,505.00	\$148,954.50	\$16,550.50	\$8,662.68	\$83,963.47	\$8,662.68
June 18, 2020	February 1, 2020 - February 29, 2020	\$238,539.50	\$190,831.16	\$171,748.44	\$19,082.72	\$7,346.58	\$168,535.89	\$7,346.58

Date	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested	Fees Paid	Expenses Paid
August 6, 2021	March 1, 2020-March 31, 2020	\$250,466.00	\$200,372.80	\$180,335.52	\$20,037.28	\$5,314.26	\$177,686.89	\$5,257.86
August 6, 2020	April 1, 2020-April 30, 2020	\$249,058.50	\$199,246.80	\$179,322.12	\$19,924.68	\$7,029.08	\$176,632.29	\$7,029.08
August 6, 2020	May 1, 2020-May 31, 2020	\$92,866.50	\$74,293.20	\$66,863.88	\$7,729.32	\$7,029.08	\$65,860.92	\$7,029.08
August 19, 2020	June 1, 2020-June 30, 2020	\$69,628.50	\$55,702.80	\$50,132.52	\$5,570.28	\$15,489.56	\$49,380.53	\$15,489.56
September 17, 2020	July 1, 2020-July 31, 2020	\$107,955.50	\$86,364.40	\$77,727.96	\$8,636.44	\$7,384.90	\$76,562.04	\$7,384.90
November 12, 2020	August 1, 2020-August 31, 2020	\$116,027.50	\$92,822.00	\$85,539.80	\$9,282.20	\$7,093.72	\$83,539.80	\$7,093.72
December 17, 2020	September 1, 2020-September 30, 2020	\$188,671.00	\$150,936.80	\$135,843.12	\$15,093.68	\$8,354.64	\$133,805.47	\$8,354.62
February 2, 2021	October 1, 2020-October 31, 2020	\$140,400.50	\$112,320.40	\$101,088.36	\$11,232.04	\$7,331.55	\$99,572.03	\$7,331.55
January 29, 2021	November 1, 2020-November 30, 2020	\$71,106.50	\$56,885.20	\$51,196.68	\$5,688.52	\$7,317.84	\$50,428.73	\$7,317.84
February 12, 2021	December 1, 2020-December 31, 2020	\$64,868.73	\$51,894.84	\$46,705.48	\$5,189.48	\$8,377.54	\$46,004.90	\$8,377.54
March 1, 2021	January 1, 2021-January 31, 2021	\$34,255.50	\$27,404.40	\$24,663.96	\$2,740.44	N/A	\$24,294.00	N/A
April 29, 2021	February 1, 2021-February 28, 2021	\$43,868.50	\$35,094.80	\$31,585.32	\$3,509.48	\$14,197.68	\$31,111.54	\$14,197.68

Date	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested	Fees Paid	Expenses Paid
May 10, 2021	March 1, 2021-March 31, 2021	\$99,758.00	\$79,806.40	\$71,825.76	\$7,980.64	\$8,463.64	\$70,748.37	\$8,463.64
July 2, 2021	April 1, 2021-April 30, 2021	\$69,403.00	\$55,522.40	\$49,970.16	\$5,552.24	\$7,098.84	\$54,707.08	7,098.84
July 2, 2021	May 1, 2021-May 31, 2021	\$114,004.00	\$91,203.20	\$82,082.88	\$9,120.32	\$7,332.33	\$85,767.68	7,332.33
October 26, 2021	June 1, 2021-June 30, 2021	\$76,220.50	\$60,976.40	\$54,878.76	\$6,097.64	\$9,143.23	N/A	N/A
October 26, 2021	July 1, 2021-July 31, 2021	\$52,005.00	\$41,604.00	\$37,443.60	\$4,160.40	\$8,242.53	N/A	N/A
October 26, 2011	August 1, 2021-August 31, 2021	\$26,272.00	\$21,017.60	\$18,815.84	\$2,101.76	\$7,398.83	N/A	N/A
November 11, 2021_	September 1, 2021-September 30, 2021	\$50,111.50	\$40,089.20	\$36,080.58	\$4,008.92	\$8,304.48	N/A	N/A

Summary of Amounts Requested to be Paid

Total Unpaid Fees: **\$163,687.20**

Total Unpaid Expenses: **\$33,089.07**

Total 10% Holdback on Fees: **\$16,368.72**

Reimbursement for 29% Tax Withholding: N/A

Reimbursement for 1.5% Government Contribution: **\$2,209.78⁵**

Less expenses voluntarily reduced herein: N/A

Total Amount Requested to be Paid in Fees and Expenses for this period: \$196,776.27

⁵ Amount to be paid by the Applicant after receipt of outstanding fees and expenses for this period.

PRIOR INTERIM FEE APPLICATIONS

First Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
7/15/19	7994	April 19, 2019-May 31, 2019	\$691,742.25	\$553,393.80	\$498,054.42	\$55,339.38	\$10,373.05

Second Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
11/15/19	9213	June 1, 2019-September 30, 2019	\$1,728,948.00	\$1,383,158.40	\$1,244,842.56	\$138,315.84	\$43,602.27

Third Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
3/15/20	12409	October 1, 2019-January 31,2020	\$1,494,787.75	\$1,195,830.20	\$1,076,247.18	\$119,583.02	\$33,296.95

Fourth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
11/16/20	15142	February 1,2020 -August 31,2020	\$1,124,542.00	\$899,633.60	\$809,670.24	\$89,963.36	\$56,687.18

Fifth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
03/15/21	16068	September 1 2020 - January 31, 2021	\$499,302.23	\$399,441.78	\$359,497.62	\$39,944.16	\$31,381.55

Sixth Interim Fee Application

Date Filed	DE#	Period Covered	Total Fees	20% Discount	Fees Requested (90%)	Holdback (10%)	Expenses Requested
07/15/21	17365	February 1, 2021-April 30, 2021	\$327,033.50	\$261,626.80	\$235,464.12	\$26,162.68	\$37,092.49

SUPPORTING CERTIFICATION, EXHIBITS, AND SCHEDULES

In accordance with the U.S. Trustee Guidelines, at the end of this Application are the following Exhibits and Schedules:

EXHIBIT A	CERTIFICATION OF JOHN ARRASTIA IN SUPPORT OF APPLICATION
EXHIBIT B	CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
EXHIBIT C	SUMMARY OF TIMEKEEPERS INCLUDED IN THIS APPLICATION
EXHIBIT D	BUDGETS AND STAFFING PLANS FOR APPLICATION PERIOD
EXHIBIT E	SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY
EXHIBIT E-1	SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY AS COMPARED TO BUDGET
EXHIBIT E-2	SUMMARY OF EXPENSE REIMBURSEMENT REQUESTED BY CATEGORY
EXHIBIT F	BREAKDOWN OF COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED AND BY WHETHER SERVICES WERE RENDERED IN PUERTO RICO OR OUTSIDE PUERTO RICO
SCHEDULE 1	LIST OF PROFESSIONALS BY MATTER
SCHEDULE 2	MONTHLY STATEMENTS COVERED IN APPLICATION
SCHEDULE 3	PROPOSED ORDER

Hearing Date: TBD

Objection Deadline: December 5, 2021 at 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.⁶

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**SEVENTH INTERIM APPLICATION OF GENOVESE JOBLOVE & BATTISTA, P.A,
SPECIAL LITIGATION COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR PERIOD FROM
JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

To The Honorable United States District Judge Laura Taylor Swain:

Genovese Joblove & Battista, P.A. (“GJB”), special litigation counsel to the Official Committee of Unsecured Creditors (the “Committee”), in the above-captioned Title III cases (the “Title III Cases”)⁷ submits its Seventh interim fee application (the “Application”) for allowance of compensation for professional services rendered, and reimbursement for actual and necessary

⁶ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

⁷ The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

expenses incurred in connection with such services, for the period from June 1, 2021 through September 30, 2021 (the “Application Period”). GJB submits this Application pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management and Economic Stability Act of 2016 (“PROMESA”),⁸ section 503(b) of Title 11, United States Code (the “Bankruptcy Code”) as made applicable to these cases by section 301(a) of PROMESA, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), *Appendix B of the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B (the “Guidelines”), and in accordance with this Court’s the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“Interim Compensation Order”) [Docket No. 1715]; the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“Second Interim Compensation Order”) [Docket No. 3269]; the Fee Examiner’s November 10, 2017 Memorandum (the “Fee Examiner Memorandum”); the Court’s *Order on Fee Examiner’s Motion to Impose Presumptive Standards and Timeliness requirements for Professional Fee Applications* (the “Presumptive Order”) [Docket No. 3932]; and the Court’s *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-retained Professionals* (the “Revised Presumptive Order”) [Docket No. 7678]. In support of the Application, GJB submits the Certification of John Arrastia (the “Arrastia Certification”), attached as **Exhibit A**, and respectfully represents as follows:

⁸ References to PROMESA are references to 48 U.S.C. §§ 2101 *et. seq.*

JURISDICTION AND VENUE

1. The Court has subject matter jurisdiction to consider and determine this Seventh Interim Application pursuant to PROMESA section 306(a). Venue is proper before this Court pursuant to PROMESA section 307(a). The statutory predicates for the relief requested herein are PROMESA sections 316 and 317, Bankruptcy Rule 2016 and Local Rule 2016-1.

2. This Application has been prepared in accordance with the Guidelines and the Interim Compensation Order. Attached as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

3. This Application is consistent with the Interim Compensation Order (as defined below), Local Rule 2016-1, and *Appendix B of the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "U.S. Trustee Guidelines"). To the extent necessary, GJB requests a waiver for cause shown of any requirements not met by this Application.⁹

BACKGROUND

A. Case Background

4. On May 3, 2017, the Oversight Board commenced a Title III case for the Commonwealth of Puerto Rico by filing a voluntary petition for relief pursuant to section 304(a) of PROMESA (the "Commonwealth Title III Case"). Thereafter, the Oversight Board commenced a Title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (the "ERS Title III Case"), the Puerto Rico Highways and Transportation Authority (the "HTA Title III Case"), and the Puerto Rico Electric Power Authority

⁹ The Committee and GJB reserve all rights as to the relevance and substantive legal effect of the U.S. Trustee Guidelines with respect to any application for compensation in these cases.

(the “PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”).¹⁰ By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the Court approved the joint administration of the Title III Cases.

5. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338]. Thereafter, the U.S. Trustee modified the composition of the Committee membership [Docket Nos. 1171, 3058, and 3947], such that, currently, the members of the Committee are the American Federation of Teachers, Baxter Sales and Distribution Puerto Rico Corp., Doral Financial Corporation, Genesis Security Services, Inc., Service Employees International Union, Tradewinds Energy Barceloneta, LLC, and Unitech Engineering Group, S.E. (the “Committee Members”) [Docket No. 3947].

6. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

B. Retention of Genovese Joblove & Battista, P.A.

7. On April 16, 2019, the Committee selected GJB as proposed special litigation counsel to the Committee in connection with the evaluation and analysis of potential causes of action and representation as co-plaintiff in the filing and prosecution of certain claims and causes of action to be asserted against certain parties involved in the offering of (a) the Commonwealth’s General Obligation bonds (“GO Bonds”), (b) bonds issued by the Public Buildings Authority (“PBA”), and (c) bonds issued by ERS (“ERS”), including bond counsel, disclosure counsel,

¹⁰ Unless otherwise indicated, references to docket numbers shall be to the docket of the Commonwealth Title III Case.

underwriters, underwriters' counsel, swap counterparties, or auditors (collectively, the "Financial Party Targets").

8. Upon its retention on April 16, 2019, and prior to entry of the *Stipulation and Agreed Order By and Among Financial Oversight and Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors to Joint Prosecution of Debtor Causes of Action* [Doc No. 6524] (the "Joint Prosecution Stipulation"), GJB immediately started assisting the Committee with respect to the Committee's motion to pursue certain causes of action on behalf of the Commonwealth, filed with the court on April 17, 2019 [Docket No. 6325] (the "926 Motion"), including the reply in further support of the 926 Motion, filed with the court on April 22, 2019 [Docket No. 6458]. Additionally, GJB evaluated and analyzed certain potential causes of actions against the Financial Party Targets in order to file the Co-Plaintiff Adversary Proceedings against such Financial Party Targets on or before the Commonwealth's statute of limitation deadline or after expiration or termination of the Tolling Agreements with respect to such Financial Party Targets. These tasks required a great deal of work in a very short period of time due to the impending statute of limitations deadline of May 2, 2019.

9. The retention of a special litigation counsel was necessary and appropriate because the Committee's primary counsel, Paul Hastings, LLP ("Paul Hastings") represents certain of the Financial Party Targets (or their affiliates) in matters unrelated to the Title III Cases.

10. On April 26, 2019, the Court approved the Joint Prosecution Stipulation. In connection with the prosecution of such claims or causes of action, the Oversight Board agreed to the appointment of the members of the Special Claims Committee of the Oversight Board ("Special Claims Committee"), on the one hand, and the Committee, on the other hand, as co-trustees and co-plaintiffs with respect to the Co-Plaintiff Adversary Proceedings.

11. As set forth in the Engagement Agreement dated April 30, 2019, GJB was retained by and authorized to represent the Committee as special litigation counsel and conflicts counsel in connection with, among other matters, the evaluation and analysis of potential causes of action and representation as co-plaintiff in the filing and prosecution of certain claims and causes of action to be asserted against certain parties involved in the involved in the offering of (a) the Commonwealth's General Obligation bonds, (b) bond issued by the Public Buildings Authority, and (c) bonds issued by ERS, including underwriters, underwriters' counsel, swap counterparties, disclosure counsel, and auditors (collectively, the "Financial Party Targets"). .

12. On April 30, 2019, the Committee filed the *Application for Order Pursuant to Bankruptcy Code Section 1103(a) and Local Bankruptcy Rule 2014-1(e) Authorizing Employment and Retention of Genovese Joblove & Battista, P.A. as Special Litigation Counsel to Official Committee of Unsecured Creditors, Effective as of April 16, 2019* [Docket No. 6661] (the "GJB Employment Application").

13. On May 31, 2019, the Court entered the *Order Authorizing Employment and Retention of Genovese, Joblove & Battista, P.A. as Special Litigation Counsel to Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 1103(A) and Local Rule 2014-1(e), Effective as of April 16, 2019* [Docket No. 7181] (the "Retention Order").

14. GJB's retention extends to the representation of the Committee as the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case. In particular, the Retention Order provided that "[t]he retention of GJB, as counsel to the Committee, shall be deemed to apply to the representation of the Committee if ever enlarged to include unsecured creditors of other debtors, without the need to obtain a modification of this Order."

15. The Retention Order authorized GJB to be compensated on an hourly basis and reimbursed for actual and necessary out-of-pocket expenses pursuant to sections 316 and 317 of

PROMESA, the Bankruptcy Rules, the Local Rules, and such orders as the Court may direct. The Retention Order further provides that “[p]ursuant to Bankruptcy Code section 503(b)(1), made applicable by PROMESA section 301(a), the fees and expenses of GJB shall be an administrative expense.” In addition, as provided in the Retention Order, the Committee has consented to the Debtors’ payment of GJB’s allowed fees and expenses.

C. Interim Compensation and Fee Examiner Orders

16. On August 23, 2017, the Court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1150].

17. On October 6, 2017, the Court appointed a Fee Examiner in these Title III Cases (the “Fee Examiner”) pursuant to the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [Docket No. 1416] (the “Fee Examiner Order”). The Court appointed Brady Williamson as the Fee Examiner in the Title III Cases.

18. On October 31, 2017, the Fee Examiner filed the *Urgent Motion of the Fee Examiner to Amend the Interim Compensation Order, Including the Due Date and Hearing Date for Interim Compensation* [Docket No. 1594].

19. On November 8, 2017, the Court entered the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715].

20. On November 10, 2017, the Fee Examiner issued a memorandum, and on January 3, 2018, the Fee Examiner issued a supplemental memorandum (together, the “Fee Examiner Guidelines”) to all retained professionals in these Title III Cases providing additional guidelines in connection with the Interim Compensation Order.

21. On May 8, 2018, the Fee Examiner filed the *Motion of the Fee Examiner to Amend the Fee Examiner Order with Respect to the Scope of the Fee Examiner's Authority in the Interest of Administrative Efficiency* [Docket No. 3032] (the "Motion to Amend the Fee Examiner Order").

22. On May 23, 2018, the Oversight Board and the Puerto Rico Fiscal Agency and Financial Authority ("AAFAF") filed a *Joint Motion for Entry of an Order Further Amending the Interim Compensation Order* [Docket No. 3133].

23. On June 6, 2018, the Court entered the Interim Compensation Order [Doc. No. 3269], and in accordance therewith, GJB and other professionals retained in these Title III Cases were authorized to serve upon the parties identified therein (the "Notice Parties") monthly fee statements (the "Monthly Fee Statements").

24. Pursuant to the Interim Compensation Order, the Notice Parties have ten (10) days from the date of service of the Monthly Fee Statement to object to the amounts requested. If no objection is filed prior to expiration of the objection period, the Commonwealth is authorized to pay the respective professionals 90% of the fees and 100% of the expenses sought in each Monthly Fee Statement.

25. On June 20, 2018, the Court entered the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Docket No. 3324] (the "Amended Fee Examiner Order").

26. On June 26, 2019, the Court entered the *Order Imposing Additional Standards: Rate Increases and the Retention of Expert Witnesses or Other Sub-Retained Professionals* [Docket No. 7678].

D. Applications for Interim Compensation

27. In addition to the Monthly Fee Statements, the Interim Compensation Order directed professionals to seek interim allowance and payment of compensation (including the 10%

held back from Monthly Fee Statements) and expense reimbursement at 120-day intervals (each an “Interim Fee Period”) by filing with the Court and serving on the Notice Parties an application for approval and allowance of all compensation and reimbursement of expenses relating to services rendered and expenses incurred during the preceding Interim Fee Period (*see* Interim Compensation Order at ¶2(f)).

28. On July 15, 2019, GJB filed its First Interim Fee Application for the period from April 16, 2019 through May 31, 2019 [ECF No. 7994] (the “First Interim Fee Application”). The hearing on the First Interim Fee Application was held on October 30, 2019 at 9:30 a.m.

29. On October 29, 2019, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Sixth Compensation Period from February 1, 2019 through May 31, 2019* [ECF No. 9046] (the “First Interim Fee Order”). Pursuant to the First Interim Fee Order, GJB was awarded \$657,907.05 in fees and reimbursement of expenses in the amount of \$3,848.56.

30. On November 15, 2019, GJB filed its Second Interim Fee Application for the period from June 1, 2019 through September 30, 2019 [ECF No. 9213] (the “Second Interim Fee Application”). The hearing on the Second Interim Fee Application was held on March 4, 2020 at 9:30 a.m. and was continued to April 22, 2020 at 9:30 a.m.

31. On June 1, 2020, the Court entered the *Second Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Seventh Interim (June 1- September 30, 2019) and Prior Compensation Periods* [ECF No. 13296] (the “Second Interim Fee Order”). Pursuant to the Second Interim Fee Order, GJB was awarded \$1,339,434.84 in fees and reimbursement of expenses in the amount of \$43,602.27.

32. On March 16, 2020, GJB filed its Third Interim Fee Application for the period from October 1, 2019 through January 31, 2020 [ECF No. 12409] (the “Third Interim Fee Application”). The hearing on the Third Interim Fee Application was held on July 29, 2020 at 9:30 a.m. [ECF No. 12410].

33. On July 24, 2020, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eighth Interim (October 1, 2019-January 31, 2020) and Prior Compensation Periods; (II) Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [ECF No. 13824] (the “Third Interim Fee Order”). Pursuant to the Third Interim Fee Order, GJB was awarded \$1,171,906.40 in fees and reimbursement of expenses in the amount of \$33,296.95.

34. On November 16, 2020, GJB filed its Fourth Interim Fee Application for the period from February 1, 2020 through August 31, 2020 [ECF No. 15142] (the “Fourth Interim Fee Application”).

35. On March 8, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eighth Interim (June 1, 2020-September 30, 2020) and Prior Compensation Periods; (II) Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [ECF No. 15971] (the “Fourth Interim Fee Order”). Pursuant to the Fourth Interim Fee Order, GJB was awarded \$887,215.80 in fees and reimbursement of expenses in the amount of \$54,671.58.

36. On April 15, 2021, GJB filed its Fifth Interim Fee Application for the period from September 1, 2020 through January 31, 2021 [ECF No. 16068] (the “Fifth Interim Fee Application”).

37. On August 3, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Eleventh Interim (October 1, 2020-January 31, 2021) and Prior Compensation Periods*; [ECF No. 17646] (the “Fifth Interim Fee Order”). Pursuant to the Fifth Interim Fee Order, GJB was awarded \$393,780.03 in fees and reimbursement of expenses in the amount of \$28,860.55.

38. On April 15, 2021, GJB filed its Sixth Interim Fee Application for the period from February 1, 2021-May 1, 2021 [ECF No. 17365] (the “Fifth Interim Fee Application”).

39. On October 4, 2021, the Court entered the *Omnibus Order Awarding (I). Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Twelfth Interim (February 1, 2021-May 31, 2021) and Prior Compensation Periods* [ECF No. 18371] (the “Sixth Interim Fee Order”). Pursuant to the Sixth Interim Fee Order, GJB was awarded \$260,272.72 in fees and reimbursement of expenses in the amount of \$35,727.69.

COMPENSATION AND REIMBURSEMENT REQUEST

40. By this Application, GJB seeks an order authorizing (a) allowance of interim compensation for professional services rendered to the Committee during the Application Period in the aggregate amount of \$204,609.00 and (b) allowance of reimbursement of actual and necessary expenses incurred by GJB in the aggregate amount of \$33,089.07. These amounts were for legal services provided to the Committee in connection with the Commonwealth Title III case.

41. During the Application Period, GJB attorneys and paraprofessionals expended a total of 512.40 hours for which compensation is requested. All services rendered and expenses incurred for which compensation or reimbursement is requested were performed or incurred for or on behalf of the Committee.

42. The Committee has approved the amounts requested by GJB for services performed and expenses incurred in each of the monthly statements submitted to the Notice Parties as

outlined in the Interim Compensation Order.

43. During the Application Period, GJB submitted four (4) Monthly Fee Statements. The first Monthly Fee Statement for the period from June 1, 2021- June 30, 2021 was submitted and served on the Notice Parties on October 26, 2021 (the “First Monthly Fee Statement”) a copy of which is attached as Schedule 2. The objection deadline for the First Monthly Fee Statement was November 5, 2021.

44. A second Monthly Fee Statement for the period from July 1, 2021-July 31, 2021 was submitted and served on the Notice Parties on October 26, 2021 (the “Second Monthly Fee Statement”) a copy of which is attached as Schedule 2. The objection deadline for the Second Monthly Fee Statement was November 5, 2021.

45. A third Monthly Fee Statement for the period from August 1, 2021-August 31, 2021 was submitted and served on the Notice Parties on October 26, 2021 (the “Third Monthly Fee Statement”), a copy of which is attached as Schedule 2. The objection deadline for the Third Monthly Fee Statement was November 5, 2021

46. A fourth Monthly Fee Statement for the period from September 1, 2021- September 30, 2021 (the “Fourth Monthly Fee Statement”), was submitted to the Committee on November 11, 2021, a copy of which is attached as Schedule 2. The objection deadline for the Fourth Monthly Fee Statement was November 22, 2021.

47. As of the date of the filing of this Application, GJB has not received any payments for services rendered during the Application Period. The amount of \$237,698.07 remains unpaid.

48. As a courtesy to the Committee and based on circumstances unique to the Title III Case, during the Application Period GJB voluntarily applied a 20% discount of its hourly rates totaling \$40,921.80. For details regarding the waived fees, please see the Certification of John Arrastia filed concurrently.

49. By this Application, GJB requests allowance of all fees and expenses incurred for services rendered during the Application Period. At this time, GJB seeks payment of (a) 100% of its fees for services invoiced during the Application Period and (b) 100% of expenses invoiced during the Application Period. The time billed by these timekeepers was reasonable, and GJB reserves the right to seek allowance and payment of these fees based on the facts and circumstances of these cases, including, without limitation, if objections are interposed to the allowance or payment of GJB's fees and expenses.

50. There is no agreement or understanding between GJB and any other person other than the attorneys, employees, and staff of GJB, for the sharing of compensation to be received for services rendered in these cases.

51. GJB maintains computerized records, in the form of monthly statements, of the time spent by all GJB's attorneys and paraprofessionals in connection with its representation of the Committee. The monthly statements are in the same form regularly used by GJB to bill its clients for services rendered and include the date that the services were rendered, a detailed, and contemporaneous narrative description of the services provided, the amount of time spent for each service, and the designation of the professional who performed the service.

52. The fees charged by GJB in the Title III Case are billed in accordance with its existing billing rates and procedures in effect during the Application Period. The rates GJB charges for the services rendered by its professionals and paraprofessionals in the Title III Case are comparable to the rates GJB charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters.

53. GJB's rates are set at a level designed to fairly compensate GJB for the work of its attorneys and paraprofessionals to cover fixed and routine overhead expenses. GJB operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the

individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. Accordingly, GJB set its rates for attorneys and paraprofessionals both in the restructuring group and related litigation groups within the firm by reference to market information and market adjustments by firms considered to be industry peers. Based on this and reviews of contemporaneous time records and fee applications filed in other cases, GJB's endeavors to set the hourly rates for its attorneys and paraprofessionals at levels comparable to those of its principal competitor firms.

54. As is customary, and as permitted pursuant to paragraph 2 of the Retention Order, every year GJB reviews its rate structure and, when appropriate, adjusts its hourly rates based upon (i) the advancing seniority of its professionals and paraprofessionals, (ii) the current market for legal services, (iii) the rates charged for comparable non-bankruptcy services, and (iv) the firm's analysis of the hourly rates being charged by professionals in other law firms.

55. GJB's professional services during the Application Period required an aggregate expenditure of 512.40 recorded hours by GJB's attorneys and paraprofessionals, broken down as follows: partners (221.50 hours), associates (168.40 hours), and paraprofessionals (122.50 hours). During the Application Period, GJB's billing rates for attorneys rendering services in this matter ranged from \$305.00 to \$765.00 per hour. As a courtesy to the Committee, no rate increases were made in January 2021 for the incoming year.

56. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Application Period, but were not processed before the preparation of this Application, or GJB has for any other reason not sought compensation or reimbursement with respect to such services or expenses, GJB reserves the right to request additional compensation for such services, and reimbursement of such expenses, in a supplemental or future application.

57. Pursuant to, and consistent with, the relevant requirements of the Guidelines, as applicable, the following exhibits are attached hereto and incorporated by reference:

- Exhibit A- Certification of John Arrastia
- Exhibit B- contains disclosures regarding “customary and comparable compensation.”
- Exhibit C contains a summary of GJB’s timekeepers included in this Application.
- Exhibit D contains the budgets for GJB’s services during the Application Period.
- Exhibit E contains (a) a summary of the compensation requested as compared to the compensation budgeted for the firm’s services during the Application Period, and (b) a further breakdown of the compensation requested by project category and matter number.
- Exhibit E-1 contains summary of compensation requested by project category as compared to budget.
- Exhibit E-2 contains a summary of the expense reimbursements requested by category. An itemized schedule of all such expenses is included in GJB’s monthly statements.
- Exhibit F contains a breakdown of compensation and expense reimbursement requested by Debtors and by whether the services were rendered in Puerto Rico or outside Puerto Rico.
- Schedule 1 contains a list of the professionals providing Services during the Application Period by matter.
- Schedule 2 includes the monthly fee statements covered in this Application.
- Schedule 3 includes the proposed order approving this Application.

**SUMMARY OF SERVICES PERFORMED BY GJB DURING
THE APPLICATION PERIOD**

58. This Application is GJB’s Seventh interim compensation in the Debtors Title III Cases. As with the prior fee period, during this Application Period, GJB has assisted and advised the Committee on a regular basis regarding legal matters related to the Co-Plaintiff Adversary

Proceedings. GJB has continued to track deadlines, organized documents, and review the Title III Case dockets to maintain its litigation tracking spreadsheets current. In addition, GJB has reviewed various motions, applications, scheduling orders and other pleadings submitted to the Court in connection with the pending Co-Plaintiff Adversary Proceedings. Specifically, GJB has continued to monitor the progress of a number of adversary proceedings, and advise the Committee as appropriate, and represent the Committee in those actions, including without limitation, those adversary proceedings against underwriters and other financial target parties involved in the issuance of Commonwealth bonds and claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers and contractual claims. GJB has continued its representation of the Committee with respect to limited “garden-variety” avoidance actions against entities that received preferential and fraudulent transfers before the petition date. Furthermore, GJB has been involved in the representation of the Committee in a subset of adversary proceedings seeking to recover, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued. GJB has continued working on the adversary proceedings challenging liens asserted by certain holders of HTA bonds. GJB also continued its representation of the Committee in connection with the ERS litigation which is seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds and ultra vires objection. GJB provided counsel and assistance with other issues related to the Committee’s motion to participate in the GO Bond Claim Objections (and related mediation process). In the pending PREPA litigation, GJB has been involved in the 9019 Motion, including the Committee’s Motion to Terminate Rule 9019 Motion and Motion to Compel Discovery relating to the termination of the 9019 motion, as well as other related adversary proceedings as co-plaintiffs and co-trustee’s of certain PREPA claims seeking affirmative relief for avoidance and contract-based claims against fuel oil suppliers and testing laboratories.

59. Set forth below is a description of the professional services rendered by GJB during the Application Period broken down by project category. The following services described are not intended to be a comprehensive summary of the work performed by GJB. Detailed descriptions of all services rendered by GJB can be found in the detailed time records reflecting the services performed by GJB's professionals, the time expended by each professional, and the hourly rate of each professional, annexed to the Monthly Fee Statements attached as Schedule 2 and such descriptions are incorporated herein by reference.

60. As special litigation and conflicts counsel to the Committee, GJB has jointly worked on various matters with counsel for the Oversight Board or its Special Claims Committee and has made a concerted effort to perform these services in an economic, effective, and efficient manner commensurate with the complexity and importance of the issues involved while being mindful to avoid any unnecessary or unreasonable duplication of effort with respect to any incurrence of fees in connection with the adversary proceedings commenced under the Joint Prosecution Stipulation. As such, GJB has carefully reviewed its staffing needs on a monthly basis and taken affirmative steps to avoid charges for duplicative services. For example, the work performed by GJB was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Moreover, whenever possible, GJB sought to minimize the costs of GJB's services to the Committee by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. In addition, a small group of the same GJB attorneys was utilized for the vast majority of the work in these Title III cases to minimize the costs of intra-GJB communication and education about the cases. Notably, as a general matter, no more than two GJB attorneys attended the various hearings held during the Application Period, thereby minimizing the time billed on these hearings.

61. Furthermore, to the extent appropriate, GJB sought to work closely with Paul

Hastings as counsel for the Committee and Brown Rudnick LLP (“Brown Rudnick” or “Special Claims Committee Counsel”) as counsel for the Financial Oversight and Management Board, acting through its counsel Proskauer Rose or the Special Claims Committee (the “Oversight Board”), as applicable, in order to eliminate unnecessary duplication and allocate tasks in an efficient manner. In order to minimize duplication, GJB continues to meet with and confer with counsel for the Oversight Board to discuss pending and potential claims and discuss a division of labor and tasks to limit duplication.

62. In sum, GJB respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Committee, and were rendered to protect, preserve, and maximize the value for unsecured creditors during the pendency of these Title III cases. Accordingly, in light of the nature and complexity of these Title III cases, GJB’s charges for professional services performed and expenses incurred are reasonable under applicable standards. For all these reasons, GJB respectfully requests that the Court grant the Application and allow interim compensation for professional services performed and reimbursement for expenses as requested.

63. For ease of reference and transparency purposes, GJB created several matter numbers for its representation of the Committee. The matter numbers are divided as follows:

Matter ID	Matter Name
001	Official Committee of Unsecured Creditors
002	PREPA Adversary Litigation
003	ERS Adversary Litigation
004	HTA Adversary Litigation
005	Kobre & Kim Investigation Report Database Review

**I. Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico
(Matter ID 001)**

(a) Case Administration (Task Code B110)

Fees: \$13,722.00

Total Hours: 72.40

64. During the Application Period, GJB reviewed and developed general case strategy and planning of litigation matters, attended to case management, and participated in meetings with Paul Hastings, Proskauer Rose, Brown Rudnick, and local counsel in Puerto Rico. In order to efficiently track deadlines, organize documents, and manage work streams, GJB created a task list and tracking chart for all adversary proceedings filed which it routinely updates to keep track of deadlines. In addition, during the Application Period, GJB held routine internal team conference calls and occasional meetings to discuss interim and long-term strategies regarding current status of the Title III cases, the Co-Plaintiff Adversary Proceedings and to manage work assignments and deadlines, while ensuring efficiencies and avoiding duplication and unnecessary overlap.

(b) Pleadings Review (Task Code B113)

Fees: \$33,831.00

Total Hours: 107.40

65. During the Application Period, GJB monitors the case docket for the Title III cases and applicable adversary proceedings. All daily Court filings are reviewed and analyzed. Upon the completion of the Court filing review, an internal memorandum is prepared summarizing each Court filing, upcoming hearings, and noting relevant filings which may impact a proceeding where GJB is serving as special litigation counsel to the Committee

(c) Meeting of Creditors (Task Code B150)

Fees: \$3,872.50

Total Hours: 6.80

66. During the Application Period, GJB attended telephone conferences, and weekly meetings, and other communications with the Committee, including preparation for such calls and meetings in order to maintain the Committee informed of the various developments in the Co-Plaintiff proceedings being handled by GJB.

(d) **Court Hearings (Task Code B155)**

Fees: \$3,622.50 Total Hours: 6.30¹¹

(e) **Fee/Employment Applications (GJB) (Task Code B160)**

Fees: \$13,812.00 Total Hours: 50.60

67. During the Application Period, GJB prepared four (4) monthly fee statements for services rendered during the months of February, March, April and May 2021, as well as responding to inquiries from the Fee Examiner. GJB also prepared and filed its Fifth Interim Fee Application and related exhibits [Doc No. 16068].

(f) **Budgeting (Task Code B161)**

Fees: \$1,322.50 Total Hours: 2.30

68. During the Application Period, GJB reviewed Budget and staffing issues and procedures in connection with the preparation, submission and approval of same. GJB prepared monthly budgets for February, March, April and May 2021, as required by the Fee Examiner and Interim Fee Orders.

(g) **General Litigation (Task Code B191)**

Fees: \$75,973.00 Total Hours: 148.40

69. During this Application Period, GJB has continued its representation as special litigation and conflicts counsel to the Committee in connection with various adversary proceedings associated with the Title III cases. GJB is currently prosecuting seven (7) adversary proceedings associated with Debtor, Commonwealth of Puerto Rico (Case No. 17-3283). GJB represents the Committee with respect to a limited “garden-variety” avoidance action against Merck Sharp & Dohme (I.A.) LLC [Adv. Proc. No. 19-276], Great Educational Services Corp [Adv. Proc. No. 19-277] and Eastern America Insurance Agency, Inc. [Adv. Proc. No. 19-279] whom received

¹¹ The description of services in this Application is limited to those matters in which Genovese Joblove & Battista, P.A. provided five (5) or more hours of service during the Application Period.

preferential and fraudulent transfers before the petition date. The adversary proceeding against Eastern America Insurance Agency, Inc. was voluntarily dismissed on February 16, 2021 [ECF No. 16]. Additionally, adversary defendant Great Educational Services Corporation filed for bankruptcy relief under Chapter 7 of the Bankruptcy Code, *Bankruptcy Case No. 19-02901*. In Adv. No. 19-280, GJB is seeking a judgment in excess of four billion dollars against numerous financial institutions and advisors whom negligently underwrote numerous bond obligations despite knowing the Commonwealth was in a state of insolvency for their financial gain (the “Underwriter Litigation”). With regard to the Underwriter Litigation, GJB is involved in the evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the defendants in the Underwriter Litigation. The Underwriter Litigation case is stayed pending decision on Confirmation of Amended Plan per Court Order. Furthermore, GJB has been involved in the representation of the Committee in a subset of adversary proceedings seeking to recover, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers of approximately \$9 billion dollars in general obligation bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288] (the “Clawback Litigation”). The Clawback Litigation cases are stayed pending decision on the confirmation of plan per Court Order. However, a Fifth Amended Adversary Complaint was filed on March 4, 2021 in the adversary proceeding against Defendant 1L, *et al*, [Adv. No. 19-283]. Additionally, the Committee has dismissed certain Defendants in Adv. Proc. Nos 19-281 and 19-282. Additionally, in Adv. No. 19-297, GJB is challenging the validity, enforceability and extent of alleged pre-petition liens of the Commonwealth’s general obligation and guaranteed bonds (the “GO Lien Challenges”). In connection with the foregoing, GJB has been working with Committee and Special Claims Committee counsel and monitoring the establishment and extension of Case Management Procedures and Approval of Settlements related

to those litigation matters it is handling. GJB has also provided, from time-to-time, additional assistance to Committee counsel with respect to litigation matters within GJB's subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters. GJB has continued its representation of the Committee in certain adversary cases associated with Debtor Puerto Rico Electric Power Authority ("PREPA"); Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS"); and Puerto Rico Highways and Transportation Authority ("HTA") as further described below. Those adversary proceedings include: (A) two adversary proceedings involving or relating to the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. Nos. 19-388-LTS, and 20-115-LTS]; (B) six adversary proceedings in connection with the ERS litigation which is seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds adversary proceedings involving {Adv. Pro. Nos. 19-355, 19-356, 19-357, 19-359, 19-361 and 19-367]; and (C) one adversary proceeding challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364].

(h) **Meeting and Communications with Board (Task Code B260)**

Fees: \$115.00

Total Hours: 0.20

II. PREPA (Matter ID 002)

(a) **Case Administration (Task Code B110)**

Fees: \$1,128.00

Total Hours: 3.60

70. During the Application Period, GJB continued to monitor the case and review pleadings, orders, hearings, briefing schedules, and objections filed in the main PREPA case and omnibus adversary proceedings. Additionally, GJB, reviewed pending tolling agreement deadlines.

(b) **Asset Analysis and Recovery (Task Code B120)**

Fees: \$275.00

Total Hours: 0.50

(c) **Meeting of Creditors (Task Code B150)**

Fees: \$402.50 Total Hours: 0.70

71. During the Application Period, GJB attended telephone conferences, and other communications with the Committee, including preparation for such calls and meetings in order to maintain the Committee informed of the various developments in the Co-Plaintiff proceedings being handled by GJB including mediation strategies.

(d) **Meeting and Communications with Board (Task Code B260)**

Fees: \$1,107.50 Total Hours: 2.10

(e) **General Litigation (Task Code B191)**

Fees: \$53,596.00 Total Hours: 105.90

72. During the Application Period, GJB reviewed and analyzed various pleadings filed in the PREPA matter in addition to monitoring pending tolling agreement deadlines and tracking expiration deadlines of same. GJB paralegals prepared, reviewed and analyzed services and notices. GJB continued its representation of the Committee in certain adversary cases pursuing the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS]. GJB is also defending the Committee's interest in an adversary proceeding involving a complaint for declaratory judgment alleging that the claims asserted by the Oversight Board and Committee in Adv. Pro. 19-388-LTS are not assets of the estate [Adv. Pro. No. 20-00015-LTS]. During the Application Period, GJB was involved in extensive litigation in Adv. Pro. No. 20-00015. The Plaintiff's filed a Second Amended Complaint on February 2, 2021 to which the Court entered a Briefing Schedule for opposing parties to file a Motion to Dismiss the Amended Complaint. GJB conducted expansive research in addition to numerous meetings with co-counsel to prepare the Motion to Dismiss Counts I and II of Plaintiffs' Second Amended Complaint and the Committee's Joinder in the Motion to Dismiss Counts I and II of Plaintiffs' Second Amended Complaint, including review of Plaintiff's response to the Motion to Dismiss

and Joinder and conducted expansive research to formulate a reply the Plaintiff's response, resulting in dismissal of those Counts.

Additionally, during the Application Period, GJB reviewed pleadings filed in the related Vitol Adversary as it related to claims and defenses of the Defendants in Adv, Pro. No. 19-388.

III. ERS (Matter ID 003)

(a) Case Administration (Task Code B110)

Fees: \$448.50 Total Hours: 2.30

73. During the Application Period, GJB continued to monitor the case and review pleadings, orders, hearings, briefing schedules, and objections filed in the main ERS case and omnibus adversary proceedings. Additionally, GJB has reviewed and analyzed motions regarding briefing and litigation schedules; pending discovery and pleadings related to the bonds issued by ERS. GJB has also spent time reviewing and calendaring deadlines and hearings related to the ERS litigation.

(b) General Litigation (Task Code B191)

Fees: \$1,322.50 Total Hours: 2.60

74. During the Application Period, GJB continued its work representing the Committee in connection with the ERS Bond adversaries [Adv. Proc. Nos. 19-356, 19-357, 19-359, 19-361 and 19-367]. GJB represents the Committee with respect to count I of the recovery actions and has been handling the *ultra vires* issues as they relate to count I of the recovery actions and scheduling orders regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues. GJB reviewed, research and drafted numerous pleadings in relation to the *Briefing Schedule with Respect to Certain Issues Raised in Certain Contested Matters and Adversary Proceedings Related to the Bonds Issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico* on the *ultra vires* issues. The ERS adversary proceedings are stayed pursuant to Court Order dated April 12, 2021.

IV. HTA (Matter ID 004)

(a) Case Administration (Task Code B110)

Fees: \$58.50 Total Hours: 0.30

75. During the Application period, GJB has been involved and continued to monitor adversary proceeding challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. GJB also spent time reviewing and calendaring deadlines and hearings related to the HTA litigation.

V. *Kobre & Kim Investigation Report Database Review (Matter ID 005)- N/A*

76. During the Application Period there was no time billed in this matter.

ATTENDANCE AT HEARINGS

77. In accordance with the presumptions set forth in the *Order on Fee Examiner's Motion to Impose Presumptive Standards and Timeliness Requirements for Professional Fee Applications* [Docket No. 3932] (the "Presumptive Standards Order"), GJB provides the following summary regarding the attendance of GJB's professionals at Court hearings:

- JULY 13, 2021: John Arrastia virtually attended the July 13, 2021 disclosure hearing;
- JULY 14, 2021: John Arrastia virtually attended the July 14, 2021 disclosure hearing;

ACTUAL AND NECESSARY DISBURSEMENTS

78. As set forth in Exhibit D-2, GJB disbursed \$33,089.07 as expenses incurred in providing professional services during the Application Period.

79. The time constraints imposed by the circumstances of the matters handled by GJB during the Application Period required its attorneys and other employees, at times, to devote substantial time during the evenings and on weekends to perform legal services on behalf of the

Committee. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis, and satisfy the Committee's needs and demands. Attorneys and other GJB employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs in accordance with the Local Rules and firm policy. GJB's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the provision of legal services.

80. GJB believes the rates for charges incurred are the market rates that the majority of law firms charge clients for such services. In addition, GJB believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

REQUESTED COMPENSATION SHOULD BE ALLOWED

81. Section 316 of PROMESA provides for the compensation of professionals. Specifically, section 316 provides that a court may award a professional employed by a committee under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses." PROMESA § 316(a). Section 316 also sets forth the criteria for the award of such compensation and reimbursement:

- (a) In determining the amount of reasonable compensation to be awarded to a professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including:
 - (i) the time spent on such services;
 - (ii) the rates charged for such services;
 - (iii) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this

chapter;

- (iv) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (v) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the restructuring field; and
- (vi) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title or title 11, United States Code.

PROMESA § 316(c). Further, section 317 of PROMESA provides that “a committee may apply to the court not more than once every 120 days for such compensation for services rendered.

82. In the instant case, GJB respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Committee, the Debtors, and their stakeholders and were rendered to protect, preserve, and maximize value for unsecured creditors during the pendency of the Title III Cases. The services rendered to the Committee were performed in an economic, effective, and efficient manner commensurate with the complexity and importance of the issues involved. The results obtained to date have benefited not only the Committee but also the Debtors, their stakeholders, and other interested parties. Accordingly, the compensation requested is reasonable in light of the nature, extent, and value of such services to the Committee, the Debtors, and all parties in interest.

83. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Whenever possible, GJB sought to minimize the costs of GJB’s services to the Committee by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. A small group of the same GJB attorneys was utilized for the vast majority of the work in order to minimize the costs of intra-GJB communication and education about the Title

III Cases. As demonstrated by this Application, GJB spent its time economically and without unnecessary duplication. Accordingly, approval of the compensation sought herein is warranted.

NOTICE

84. In accordance with the Interim Compensation Order, GJB will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP and Marini Pietrantonio Muñiz LLC; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Puerto Rico Department of Treasury; (vi) the Fee Examiner, Brady Williamson; and (vii) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

CONCLUSION

WHEREFORE, GJB respectfully requests entry of an order, substantially in the form attached hereto as Schedule 3, (i) allowing interim compensation for professional services rendered during the Application Period in the amount of \$204,609.00, representing 100% of the fees billed during the Application Period (not including GJB's voluntary fee reduction equal to 20% in the amount of \$40,921.80) and reimbursement of \$33,089.07, representing 100% of the actual and necessary expenses incurred during the Application Period (ii) authorizing and directing the Debtors' payment of the fees allowed (net of credits for fee reductions) plus 100% of the expenses allowed and any amounts paid by the Debtors pursuant to the Interim Compensation Order, (iii) allowing such compensation and payment for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to GJB's right to seek such further

compensation and/or payment for the full value of services performed and expenses incurred, and
(iv) granting GJB such other and further relief as is just.

Dated: November 15, 2021.

/s/ John Arrastia

GENOVESE JOBLOVE & BATTISTA, P.A.

John Arrastia, Esq. (*Pro Hac Vice*)

John H. Genovese, Esq. (*Pro Hac Vice*)

Jesus M. Suarez, Esq. (*Pro Hac Vice*)

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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**MANAGEMENT BOARD FOR PUERTO RICO,
as representative of**

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

**PROMESA
Title III**

No. 17 BK 3283-LTS

(Jointly Administered)

**CERTIFICATION OF JOHN ARRASTIA, ESQ. IN SUPPORT OF SEVENTH INTERIM
FEE APPLICATION OF GENOVESE JOBLOVE & BATTISTA, P.A., AS SPECIAL
LITIGATION COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
FOR PERIOD FROM JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

I, John Arrastia certify that the following is true to the best of my knowledge information, and belief:

1. I am an attorney and shareholder of Genovese Joblove & Battista, P.A. (“GJB”), with four offices in Florida located at 100 SE 2nd Street, Suite 4400, Miami, FL 33131 (“Miami”); 200 East Broward Blvd, Suite 1110, Fort Lauderdale, FL 33301 (“Ft. Lauderdale”), and 100 N. Tampa Street, Suite 2600, Tampa, FL (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

2. I am admitted to practice law in the state of Florida. By order dated April 16, 2019, I was admitted to appear *Pro Hac Vice* in the Debtors Title III Cases [Docket No. 6330].

3. I am duly authorized to make this Certification on behalf of GJB. The facts set forth in this Certification are based upon my personal knowledge, my discussions with other GJB attorneys, and the review of GJB's client/matter records by me or other GJB attorneys acting under my supervision and direction.

4. In accordance with (a) Local Bankruptcy Rule 2016-1 (the "Local Guidelines"), (b) Appendix B of the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective as of November 1, 2013 (the "U.S. Trustee Guidelines"), and (c) the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered June 6, 2018* (the "Interim Compensation Order"), this Certification is made with respect to the *Seventh Interim Application of Genovese Joblove & Battista, P.A., as Special Litigation Counsel to Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses for the Period from June 1, 2021 through September 30, 2021* (the "Application").²

5. Pursuant to section (a)(4) of the Local Guidelines, I hereby certify that I have read the Application and, to the best of my knowledge, information, and belief, formed after reasonable inquiry, (a) the compensation and reimbursement of expenses sought in the Application conforms with the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, and the Local Rules, (b) the compensation and reimbursement of expenses are billed at rates no less favorable to the Debtors than those customarily employed by GJB generally (taking into consideration that GJB employs a variety of fee arrangements with its clients, including hourly fees, contingency fees and hybrid fees involving reduced hourly rates and reduced contingency fee percentages) and billed in

² Capitalized terms used herein shall have the same meanings given to them in the Application.

accordance with the Engagement Letter and Retention Order; and (c) in providing a reimbursable services, GJB does not make a profit on that service, whether the service is performed by GJB in-house or through a third party.

6. In accordance with the Engagement Letter and Retention Order, GJB agreed to a voluntary fee reduction equal to 20%, which results in a reduction in fees in the amount of \$40,921.80 in the Application. GJB seeks allowance of all of its fees incurred during the Application Period in the amount of \$163,687.20, to the extent such amount has not been paid before the hearing scheduled on this Application.

7. GJB provides the following response to the request for information set forth in the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?

Response: Yes. As a courtesy to the Committee and based on circumstances unique to the Title III Case, during the Application Period, GJB agreed to a voluntary reduction of its fees by an amount equal to 20% of the total fees sought to be paid, which reduction totals \$40,921.80.

Question: If the fees sought in this application as compared to the fees budgeted for the Application Period are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees were below the budgeted amount, therefore the request is not applicable.

Question: Have any of the professionals included in this application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: The Application includes approximately 50.60 hours and associated fees of approximately \$13,812.00 related to preparing, reviewing, and revising GJB's fee statements.

Question: Does this application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If the application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458?

Response: No rate increases have occurred since the retention date.

8. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 15th day of November, 2021.

/s/ John Arrastia
John Arrastia, Esq.
GENOVESE JOBLOVE & BATTISTA, P.A.
John Arrastia, Esq. (*Pro Hac Vice*)
100 SE 2nd Street, Suite 4400
Miami, FL 33131
Telephone: (305) 349-2300
jarrastia@gjb-law.com

EXHIBIT B

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

(See Guidelines ¶ C.3. for definitions of terms used in this Exhibit.)

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE		
	NON- BANKRUPTCY BLENDED HOURLY RATE	GJB BLENDED HOURLY RATE¹	GJB BLENDED HOURLY RATE (AFTER 20% REDUCTION)²
Partner	\$506.00	\$564.86	\$451.88
Counsel	N/A	N/A	N/A
Associate	\$306.00	\$336.73	\$269.38
All timekeepers aggregated	\$424.00	\$399.31	\$319.44

¹ The calculation of GJB's Blended Hourly Rate does not take into account GJB's agreement to reduce its fees by an amount equal to 20% of its total hourly fees.

² For illustrative purposes only.

EXHIBIT C

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS PPLICATION

Name	Title or Position	Department, Group, or Section	Date of First Admission	Fees Billed in this Application	Hours Billed in this Application	Hourly Rate Billed		Number of Rate Increases Since Case Inception
						In this Application	In Sixth Interim Application	
Arrastia, John	Partner	Litigation	1996	\$71,530.00	124.40	\$575.00	\$575.00	0
Friedman, Michael A.	Partner	Bankruptcy	2009	\$4,290.00	7.80	\$550.00	\$550.00	0
Gayo-Guitian, Mariaelena	Partner	Bankruptcy	1989	\$690.00	1.20	\$575.00	\$575.00	0
Genovese, John H.	Partner	Bankruptcy	1979	\$13,158.00	17.20	\$765.00	\$765.00	1
Suarez, Jesus M.	Partner	Bankruptcy	2008	\$35,450.00	70.90	\$500.00	\$500.00	1
		Total Partner:		\$125,118.00	221.50			
Castaldi, Angelo	Associate	Litigation	2015	\$22,875.00	61.00	\$375.00	\$375.00	1
Delgado, Joyce A.	Associate	Litigation	2017	\$33,831.00	107.40	\$315.00	\$315.00	0
		Total Associate:		\$56,706.00	168.40			
Hopkins, Colleen	Paralegal			\$936.00	4.80	\$195.00	\$195.00	0
Sardina, Jessey	Paralegal			\$427.50	5.70	\$75.00	\$75.00	0
Zamora, Johanna	Paralegal			\$20,065.50	102.90	\$195.00	\$195.00	0
Scavone-Esser, Carolyn	Paralegal			\$720.00	4.80	\$150.00	\$150.00	0
Garcia-Montes, Tricia	Paralegal			\$324.00	2.70	\$120.00	\$120.00	0
Traina, Brooke	Paralegal			\$312.00	1.60	\$195.00	N/A	0
		Total Paraprofessional:		\$22,785.00	122.50			
	Total:			\$204,609.00	512.40			
	Blended Rate:			\$399.31				
	Blended Rate Excluding Paraprofessionals:			\$466.33				

EXHIBIT D

BUDGET AND STAFFING PLAN

EXHIBIT D-1

BUDGETS FOR:

June 2021

July 2021

August 2021

September 2021

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: June 1, 2021 through June 30, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p><i>Prior Monthly Average~ 20.4</i> <i>Trailing Two Month Average ~ 20.3</i></p>	23
<p>B112 General Creditor Inquiries</p> <p><i>Prior Monthly Average~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p><i>Prior Monthly Average~ 35</i> <i>Trailing Two Month Average ~38</i></p>	44

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B130 Asset Disposition</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p><i>Prior Monthly Average~2</i></p> <p><i>Trailing Two Month Average ~1</i></p>	<p>6</p>
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p><i>Prior Monthly Average~2</i></p> <p><i>Trailing Two Month Average ~2</i></p>	<p>10</p>
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p><i>Prior Monthly Average~ 9</i></p> <p><i>Trailing Two Month Average ~18.1</i></p>	<p>12</p>

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	2
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict. GJB anticipates potential main case litigation concerning matters where Paul Hastings has identified conflicts with parties that may become potentially adverse to the Committee. Further, adverse and interested parties to litigation initiated by GJB on behalf of the Committee have sought to participate in main case issues, including claims objections. Currently, the disputes in which GJB has primary responsibility are limited in scope due to the stay orders in effect.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~8</i> <i>Trailing Two Month Average ~7</i></p>	60

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is involved in briefing and motion practice relating to the class action plaintiffs' pending declaratory judgment action against PREPA with respect to the right to proceed against the Fuel Oil Defendants during the upcoming period.</i></p> <p><i>GJB anticipates continued prosecution of causes of action with the Oversight Board/Special Claims Committee regarding any conflicts regarding prosecution of the ERS lien challenges as modified by the ERS Scheduling Order.</i></p> <p><i>GJB anticipates continued, limited briefing relating to motion practice relating to pending adversary proceedings and continued discovery as to those limited issues excepted from the Stay or pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~100</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~135</i></p>	<p style="text-align: right;">145</p>
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<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B220 Employee Benefits/Pensions</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B230 Financing / Cash Collections</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B231 Security Document Analysis</p> <p style="text-align: right;"><i>Prior Monthly Average~</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i> <i>Trailing Two Month Average ~4</i></p>	10
<p>B261 Investigations</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	2

B320 Plan and Disclosure Statement

Notes: This task code includes time spent on matters related to a potential plan of adjustment for the title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings. Given the Oversight Board's anticipated filing of an amended Commonwealth plan of adjustment and disclosure statement, GJB anticipates spending time familiarizing itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.

We are expecting an increase in plan-related work during the month of June due to preparation of potential objections to the disclosure statement and plan. .

Prior Monthly Average~2

Trailing Two Month Average ~2

10

<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	326
TOTAL ESTIMATED FEE³	\$167,912.82
MINUS 20% REDUCTION	\$33,582.56
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$134,330.25

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: June 1, 2021 through June 30, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. The parties are engaged in briefing motions to dismiss with a hearing set for June 16, 2021. Pending that resolution, on December 14, 2020 the Court has extended the stay in Adv. Pro. No. 19-388.

The stay relating to Adv. Proc. No. 19-280 was set to expire in April 2020, but the March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines*

³ Assumes Blended Rate of \$515.07

Related Thereto stays the proceedings pending a decision on confirmation. GJB is also involved in the evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the same defendants sued by the Committee in Adv. Proc. No. 19-280-LTS, which monoline suit has been removed to the PROMESA proceedings. The plan of adjustment seems to indicate that the FOMB intends to continue staying these proceedings pending post confirmation litigation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
B191 General Litigation	110
TOTAL HOURS	145

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
B191 General Litigation	10
TOTAL HOURS	145

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant

to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of June other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

- One adversary proceeding challenging liens asserted by certain holders of GO bonds Adv. Proc. No. 19-297].

GJB's involvement in the GO Lien Challenge is expected to be minimal.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
B191 General Litigation	10
TOTAL HOURS	145

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

In connection with the *ultra vires* objection to the ERS Bonds, GJB anticipates it will continue to be involved in certain discovery and briefing issues on a limited basis during the month of April.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
B191 General Litigation	15
TOTAL HOURS	145

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period June 1, 2021 through June 30, 2021
B190 Other Contested Matters	60
TOTAL HOURS	60

GENERAL STAFFING PLAN

Period Covered: June 1, 2021 through June 30, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period June 1, 2021 through June 30, 2021	Average hourly rate for period June 1, 2021 through June 30, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: July 1, 2021 through July 31, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p><i>Prior Monthly Average~ 14.7</i> <i>Trailing Two Month Average ~ 17.9</i></p>	18
<p>B112 General Creditor Inquiries</p> <p><i>Prior Monthly Average~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p><i>Prior Monthly Average~ 35</i> <i>Trailing Two Month Average ~35</i></p>	36

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B130 Asset Disposition</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p><i>Prior Monthly Average~5</i></p> <p><i>Trailing Two Month Average ~3</i></p>	<p>6</p>
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p><i>Prior Monthly Average~2</i></p> <p><i>Trailing Two Month Average ~2</i></p>	<p>5</p>
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p><i>Prior Monthly Average~ 8</i></p> <p><i>Trailing Two Month Average ~6.5</i></p>	<p>9</p>

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i> <i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~</i> <i>Trailing Two Month Average ~</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~1</i> <i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict. GJB anticipates potential main case litigation concerning matters where Paul Hastings has identified conflicts with parties that may become potentially adverse to the Committee. Further, adverse and interested parties to litigation initiated by GJB on behalf of the Committee have sought to participate in main case issues, including claims objections. Currently, the disputes in which GJB has primary responsibility are limited in scope due to the stay orders in effect.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~8</i> <i>Trailing Two Month Average ~7</i></p>	8

191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)

Notes: GJB is involved motion practice relating to the class action plaintiffs' pending declaratory judgment action against PREPA with respect to the right to proceed against the Fuel Oil Defendants during the upcoming period and related direct claims against the Fuel Oil Defendants

GJB anticipates continued prosecution of causes of action with the Oversight Board/Special Claims Committee regarding any conflicts regarding prosecution of the ERS lien challenges as modified by the ERS Scheduling Order.

GJB anticipates continued, limited briefing relating to motion practice relating to pending adversary proceedings and continued discovery as to those limited issues excepted from the Stay or pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto

This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect.

*Prior Monthly Average~246
Trailing Two Month Average ~174*

175

<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B220 Employee Benefits/Pensions</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B230 Financing / Cash Collections</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B231 Security Document Analysis</p> <p style="text-align: right;"><i>Prior Monthly Average~</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i> <i>Trailing Two Month Average ~4</i></p>	8
<p>B261 Investigations</p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	2

B320 Plan and Disclosure Statement

Notes: This task code includes time spent on matters related to a potential plan of adjustment for the title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings. Given the Oversight Board's anticipated filing of an amended Commonwealth plan of adjustment and disclosure statement, GJB anticipates spending time familiarizing itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.

We are expecting an increase in plan-related work during the month of July due to preparation of potential objections to the disclosure statement and plan. .

Prior Monthly Average~2

Trailing Two Month Average ~2

10

<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	280
TOTAL ESTIMATED FEE³	\$144,219.6
MINUS 20% REDUCTION	\$28,843.92
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$115,375.68

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: July 1, 2021 through July 31, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. The parties briefed the motions to dismiss with a hearing on June 16, 2021. The c Court has taken the matter under submission. Pending that resolution, on December 14, 2020 the Court has extended the stay in Adv. Pro. No. 19-388, which stay may be lifted upon resolution of AP 20-00115.

The stay relating to Adv. Proc. No. 19-280 was set to expire in April 2020, but the March 10, 2020

³ Assumes Blended Rate of \$515.07

Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto stays the proceedings pending a decision on confirmation. GJB is also involved in the evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the same defendants sued by the Committee in Adv. Proc. No. 19-280-LTS, which monoline suit has been removed to the PROMESA proceedings. The plan of adjustment seems to indicate that the FOMB intends to continue staying these proceedings pending post confirmation litigation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
B191 General Litigation	140
TOTAL HOURS	175

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in

no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
B191 General Litigation	10
TOTAL HOURS	175

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents

the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of July other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

- One adversary proceeding challenging liens asserted by certain holders of GO bonds Adv. Proc. No. 19-297].

GJB's involvement in the GO Lien Challenge is expected to be minimal.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
B191 General Litigation	10
TOTAL HOURS	175

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

In connection with the *ultra vires* objection to the ERS Bonds, GJB anticipates it will continue to be involved in certain discovery and briefing issues on a limited basis during the month of April.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
B191 General Litigation	15
TOTAL HOURS	175

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period July 1, 2021 through July 31, 2021
B190 Other Contested Matters	8
TOTAL HOURS	8

GENERAL STAFFING PLAN

Period Covered: July 1, 2021 through July 31, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period July 1, 2021 through July 31, 2021	Average hourly rate for period July 1, 2021 through July 31, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
to the Official Committee Of Unsecured Creditors
Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: August 1, 2021 through August 31, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
<p>B110 Case Administration</p> <p><i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i></p> <p><i>Prior Monthly Average~ 14.7</i> <i>Trailing Two Month Average ~ 15</i></p>	12
<p>B112 General Creditor Inquiries</p> <p><i>Prior Monthly Average~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B113 Pleadings Review</p> <p><i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i></p> <p><i>Prior Monthly Average~ 35</i> <i>Trailing Two Month Average ~32</i></p>	27

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the Committee's agreement to the proposed plan of adjustment and the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B130 Asset Disposition</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p><i>Prior Monthly Average~0</i></p> <p><i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p><i>Prior Monthly Average~5</i></p> <p><i>Trailing Two Month Average ~4</i></p>	<p>3</p>
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p><i>Prior Monthly Average~2</i></p> <p><i>Trailing Two Month Average ~4</i></p>	<p>2</p>
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p><i>Prior Monthly Average~ 14</i></p> <p><i>Trailing Two Month Average ~7</i></p>	<p>6</p>

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~8</i> <i>Trailing Two Month Average ~7</i></p>	8

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is the prosecution of claims in AP 388, the stay of which has been lifted by virtue of the order in AP 115 and pending voluntary dismissal, providing the Committee, as co-plaintiff, the right to proceed against the Fuel Oil Defendants during the upcoming period and related direct claims against the Fuel Oil Defendants</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect, subject to confirmation..</i></p> <p style="text-align: right;"><i>Prior Monthly Average~246</i> <i>Trailing Two Month Average ~173</i></p>	65
<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B220 Employee Benefits/Pensions</p> <p><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B230 Financing / Cash Collections</p> <p><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	<p>0</p>
<p>B231 Security Document Analysis</p> <p><i>Prior Monthly Average~</i> <i>Trailing Two Month Average ~</i></p>	<p>0</p>
<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p><i>Prior Monthly Average~2</i> <i>Trailing Two Month Average ~4</i></p>	<p>8</p>
<p>B261 Investigations</p> <p><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	<p>0</p>

<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB is role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B320 Plan and Disclosure Statement</p> <p><i>Notes: This task code includes time spent on matters related to the evolving plan of adjustment for the Title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings, limited to implementing certain discrete plan elements.</i></p> <p style="text-align: right;"><i>Prior Monthly Average~2</i> <i>Trailing Two Month Average ~2</i></p>	10

<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Monthly Average~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	136
TOTAL ESTIMATED FEE³	\$75,200.22
MINUS 20% REDUCTION	\$15,040.44
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$60,160.18

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: August 1, 2021 through August 31, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. The parties briefed the motions to dismiss with a hearing on June 16, 2021. The Court has taken the matter under submission. Pending that resolution, on December 14, 2020 the Court has extended the stay in Adv. Pro. No. 19-388, which stay may be lifted upon resolution of AP 20-00115.

The stay relating to Adv. Proc. No. 19-280 was set to expire in April 2020, but the March 10, 2020

³ Assumes Blended Rate of \$515.07

Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto stays the proceedings pending a decision on confirmation. GJB is also involved in the evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the same defendants sued by the Committee in Adv. Proc. No. 19-280-LTS, which monoline suit has been removed to the PROMESA proceedings. The plan of adjustment seems to indicate that the FOMB intends to continue staying these proceedings pending post confirmation litigation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
B191 General Litigation	65
TOTAL HOURS	65

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in

no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
B191 General Litigation	0
TOTAL HOURS	65

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents

the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and
- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of August other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

- One adversary proceeding challenging liens asserted by certain holders of GO bonds Adv. Proc. No. 19-297].

GJB's involvement in the GO Lien Challenge is expected to be minimal.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
B191 General Litigation	0
TOTAL HOURS	175

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

In connection with the *ultra vires* objection to the ERS Bonds, GJB anticipates it will continue to be involved in certain discovery and briefing issues on a limited basis during the month of April.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
B191 General Litigation	0
TOTAL HOURS	175

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period August 1, 2021 through August 31, 2021
B190 Other Contested Matters	8
TOTAL HOURS	8

GENERAL STAFFING PLAN

Period Covered: August 1, 2021 through August 31, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period August 1, 2021 through August 31, 2021	Average hourly rate for period August 1, 2021 through August 31, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

Case Name and Number: 17 BK 3283-LTS (Jointly Administered)
 Applicant's Name: Genovese, Joblove & Battista, P.A., as Special Litigation Counsel
 to the Official Committee Of Unsecured Creditors
 Of The Commonwealth Of Puerto Rico, *et al.*

BUDGET

Period Covered: September 1, 2021 through September 30, 2021¹

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B110 Case Administration <i>Notes: This task code includes general case strategy and planning, case management, internal Committee matters, internal meetings, and meetings with Paul Hastings.</i> <i>Prior Month ~ 19.3</i> <i>Trailing Two Month Average ~ 18.2</i>	12
B112 General Creditor Inquiries <i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i>	0
B113 Pleadings Review <i>Notes: This task code includes review of relevant pleadings in the title III cases as well as all related adversary proceedings. GJB will focus its review on matters that impact its scope of work.</i> <i>Prior Month ~ 25</i> <i>Trailing Two Month Average ~ 27</i>	27

¹ Unless otherwise indicated, this proposed budget is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no new plan of adjustment will be filed during the budget period; (iii) no adversary proceedings will require discovery and trial preparation; and (iv) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss, motions to stay, and/or pretrial proceedings. In addition, it is impossible to predict how many hours will be required to prosecute contested matters where GJB is asked to participate as conflicts counsel. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed budget has been revised to account for the Committee's agreement to the proposed plan of adjustment and the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto, (as amended and modified by subsequent orders) with regard to several adversary proceedings for which the Committee has been appointed as co-plaintiff/co-trustee with the Oversight Board or the members of the Special Claims Committee.

<p>B120 Asset Analysis and Recovery</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B130 Asset Disposition</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B140 Relief from Stay / Adequate Protection Proceedings</p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B150 Meetings of Creditors' Committee and Communications with Creditors</p> <p><i>Notes: This task code includes time spent on telephone conferences, meetings, and other communications with the Committee, including preparation for such calls and meetings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ ~5</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~4</i></p>	2
<p>B155 Court Hearings</p> <p><i>Notes: This task codes includes time spent in court hearings in the title III cases and the related adversary proceedings. This task code also includes time spent preparing for such hearings. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings and the Special Claims Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 4</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~8</i></p>	2
<p>B160 Employment / Fee Applications</p> <p><i>Notes: This task code includes time spent on complying with the interim compensation order, including preparing GJB's fee statements, as well as responding to inquiries from the fee examiner related thereto.</i></p> <p style="text-align: right;"><i>Prior Month ~ 35</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~21</i></p>	6

<p>B161 Budgeting (Case)</p> <p><i>Notes: This task code includes time spent on preparing GJB's monthly budgets, as required by the fee examiner.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~2</i></p>	2
<p>B165 Fee and Employment Applications of Other Professionals</p> <p><i>Notes: This task code includes time spent on reviewing fee and retention applications of other professionals in these title III cases only as it relates to (i) committee professionals operating at the direction of GJB as conflicts counsel; or (ii) where matters principally handled by GJB are implicated.</i></p> <p style="text-align: right;"><i>Prior Month ~0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B170 Fee and Employment Objections</p> <p><i>Notes: This task code includes time spent on preparing or responding to objections to fee and retention applications.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~1</i></p>	1
<p>B180 Avoidance Action Analysis</p> <p><i>Notes: This task code includes time spent on analyzing potential claims for avoidance, including preferential transfers and fraudulent transfers as well as requests for settlement that are impacted by such claims. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings or other counsel handling such matters for the Committee or the Special Claims Committee, to the extent it is a Co-Plaintiff.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

<p>B185 Assumption / Rejection of Leases and Contracts</p> <p><i>Notes: This task code includes time spent on analyzing issues related to the assumption or rejection of executory contracts and unexpired leases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0
<p>B190 Other Contested Matters</p> <p><i>Notes: This task code includes time spent on all contested matters in the Title III cases. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p><i>This task code also includes the research, evaluation, and prosecution of potential objections to the plan of adjustment and disclosure statement, solely as it relates to claims in which Paul Hastings has a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 0</i></p>	2

<p>191 General Litigation (including Commonwealth litigation, mediation process, and handling of adversary proceedings)</p> <p><i>Notes: GJB is the prosecution of claims in AP 388, the stay of which has been lifted by virtue of the order in AP 115 and pending voluntary dismissal, providing the Committee, as co-plaintiff, the right to proceed against the Fuel Oil Defendants during the upcoming period and related direct claims against the Fuel Oil Defendants</i></p> <p><i>This task code includes all adversary proceedings, which consist of (a) the joint prosecution of causes of action together with Oversight Board/Special Claims Committee in 22 separate lawsuits, and (b) monitoring other adversary proceedings and litigation. GJB's role in this category is limited to those adversary proceedings in which GJB has appeared as and is the lead counsel for the Committee. This role may require coordination with other counsel in related matters concerning global legal issues. Currently, many of these matters are stayed pursuant to Court orders in effect, subject to confirmation..</i></p> <p style="text-align: right;"><i>Prior Month ~ 60</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~ 85</i></p>	55
<p>B195 Non-Working Travel²</p> <p><i>Notes: This task code includes time spent on non-working travel, including to court hearings and Committee meetings in San Juan, Boston and New York City, although attendance will be limited if required due to a conflict on behalf of Paul Hastings.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i></p> <p style="text-align: right;"><i>Trailing Two Month Average ~0</i></p>	0

² The firm charges one-half a timekeeper's normal billing rate for any time incurred on account of non-working travel.

<p>B210 Debtors' Financial Information and Operations/Fiscal Plan</p> <p><i>Notes: This task code includes time spent reviewing and analyzing the Debtors' fiscal plans and related matters. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict or where GJB may need to familiarize itself with matters that may impact litigation where GJB is serving as conflicts counsel to the Committee.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B220 Employee Benefits/Pensions</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B230 Financing / Cash Collections</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B231 Security Document Analysis</p> <p style="text-align: right;"><i>Prior Month ~0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B260 Meetings of and Communications with Debtors/Oversight Board</p> <p><i>Notes: This task code includes time spent on meeting and communicating with the Debtors, the Oversight Board, and their respective advisors. GJB anticipates significant collaboration with the Special Claims Committee of the FOMB on matters GJB has appears as conflicts counsel, with increased interaction due to briefing schedules in pending matters.</i></p> <p style="text-align: right;"><i>Prior Month ~ 1</i> <i>Trailing Two Month Average ~1</i></p>	4
<p>B261 Investigations</p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0

<p>B310 Claims Administration and Objections</p> <p><i>Notes: This task code includes time spent on matters related to claims administration, including time spent on investigating potential challenges to claims, including, most notably, the challenge to the GO bond claims and the ERS bond claims. This task code also includes time spent on analyzing the pool of unsecured claims against the Debtors. GJB's role in this category is limited to instances, if any, where Paul Hastings may have a conflict.</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
<p>B320 Plan and Disclosure Statement</p> <p><i>Notes: This task code includes time spent on matters related to the evolving plan of adjustment for the Title III Debtors. GJB will focus its participation on matters that impact its scope of work and avoid unnecessary duplication with Paul Hastings, limited to implementing certain discrete plan elements.</i></p> <p style="text-align: right;"><i>Prior Month ~ 2</i> <i>Trailing Two Month Average ~2</i></p>	2
<p>B420 Restructurings</p> <p><i>Notes: This task code includes time spent on general restructuring matters, including an anticipated amendment Commonwealth Plan of Adjustment and Disclosure Statement, and matters related to the pending PREPA RSA) and the related 9019 motion. GJB anticipates continued involvement in the these matters to the extent that Paul Hastings is conflicted from the representation</i></p> <p style="text-align: right;"><i>Prior Month ~ 0</i> <i>Trailing Two Month Average ~0</i></p>	0
TOTAL HOURS	115
TOTAL ESTIMATED FEE³	\$59,233.05
MINUS 20% REDUCTION	\$11,846.61
TOTAL ESTIMATED FEE (NET OF REDUCTION)	\$47,386.44

³ Assumes Blended Rate of \$515.07

**ADDITIONAL STAFFING PLANS (INCL. SUB-BUDGETS)
FOR MATTERS JOINTLY PURSUED BY OVERSIGHT BOARD AND COMMITTEE**

Period Covered: September 1, 2021 through September 30, 2021

A. Adversary Proceedings Against Financial Parties, Fuel Oil Defendants, and Other Proceedings

Genovese Joblove & Battista PA., (“GJB” or “Firm”) as the Committee’s special litigation counsel, represents the Committee with respect to two (2) principal adversary proceedings against: (a) numerous underwriters and other financial target parties involved in the issuance of Commonwealth bonds [Adv. Proc. No. 19-280-LTS]; and (b) the claims of PREPA against fuel oil suppliers and laboratories to avoid certain fraudulent transfers [Adv. Pro. No. 19-388-LTS].

Pursuant to the Order entered on December 10, 2019, the litigation in Adv. Proc. No. 19-00388 was stayed through August 17, 2020 at which time a joint status report was issued. The Defendants responded and the issues were briefed for hearing on September 16, 2020, but not heard, and remain under advisement. The remaining issue is the intervention of the Marrero Class Action Plaintiffs, which the parties have agreed to resolve in the Marrero Class Action Plaintiffs’ complaint to declare its right to pursue the claims against the Fuel Oil defendants in Adv. Pro. No. 20-00115. That matter has been resolved, so that the parties may seek to lift the stay in Adv. Pro. No. 19-388 and engage in motion and pleading practice directed to the operative complaint and counterclaims.

The March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto* stays the proceedings pending a decision on confirmation, with a plan of adjustment that will transfer this action to a post-litigation trust.

GJB is also involved in the ongoing monitoring and evaluation and if warranted, litigation of, a lawsuit filed by certain monoline insurers to assert claims against the same defendants sued by the Committee in Adv. Proc. No. 19-280-LTS, which monoline suit has been removed to the PROMESA proceedings.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420

Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B191 General Litigation	53
TOTAL HOURS	55

B. Garden-Variety Avoidance Actions

GJB represents the Committee with respect to limited “garden-variety” avoidance actions [Adv. Proc. Nos. 19-267, 19-275-279] against entities that received preferential and fraudulent transfers before the petition date. Casillas, Santiago & Torres LLC, the Committee’s local counsel, represents the Committee with respect to the balance of the “garden-variety” avoidance actions initiated against vendors of the Commonwealth of Puerto Rico [Adv. Proc. Nos. 19-041 to 19-279, Adv. Proc. Nos. 19-347 to 19-354, and additional adversary proceedings to be commenced with respect to PREPA]. However, GJB may, from time-to-time, provide additional assistance to other committee counsel with respect to litigation matters within GJB’s subject matter expertise, but in no way duplicative of the work performed by other counsel on these matters.

On June 7, 2019, the Co-Plaintiffs in these avoidance actions filed a motion [Docket No. 7325] seeking approval of, among other things, procedures establishing a framework for streamlined execution of settlement agreements and procedures and guidelines for resolving the avoidance actions through a voluntary mediation process. On August 12, 2019, the Court entered an “*Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements.*” On December 6, 2019, the Court entered an “*Order Granting Omnibus Motion to Extend Deadlines in Order Granting Omnibus Motion by the Financial Oversight and Management Board for Puerto Rico, acting by and through the Members of the Special Claims Committee and the Official Committee of Unsecured Creditors to (i) Establish Litigation Case Management Procedures and (ii) Establish Procedures for Approval of Settlements*” as amended by subsequent orders.

On August 26, 2021, the Court entered its *Order Staying Vendor Avoidance Actions* [Docket Entry 17977] which stays those avoidance actions that could implicate GJB’s attention.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B191 General Litigation	0
TOTAL HOURS	55

C. Currently Stayed Co-Plaintiff Adversary Proceedings

The Committee has been appointed as Co-Plaintiff/Co-Trustee with the Oversight Board or the members of the Special Claims Committee as to certain Adversary Proceedings. GJB represents the Committee as Special Litigation counsel in a subset of these adversary proceedings. Pursuant to the March 10, 2020 Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto the Court extended the stay. These matters are identified as follows:

- Four adversary proceedings seeking, among other things, declaratory judgments that the pertinent challenged GO bonds were issued in violation of the Constitution of Puerto Rico and to recover fraudulent transfers made on account of GO bonds that were not validly issued [Adv. Proc. No. 19-281, Adv. Proc. No. 19-282, Adv. Proc. No. 19-283, and Adv. Proc. No. 19-288]. These matters are stayed pending the decision on the Confirmation of the Amended Plan of Adjustment; and

- One adversary proceedings challenging liens asserted by certain holders of HTA bonds [Adv. Proc. No. 19-364]. These matters remain stayed until such time as the Court orders the stay lifted or a plan of adjustment is confirmed for HTA.

Accordingly, GJB does not expect to expend any significant time on these adversary proceedings during the month of August other than minor administrative and/or procedural work, including responding to inquiries from defendants and assisting Brown Rudnick and Proskauer, in general administration of these cases.

Also, on December 19, 2019, Judge Swain approved a briefing and hearing schedule with respect to motion to dismiss practice related to the GO Lien Challenge. This was stayed pending confirmation of the Amended Plan, pursuant to March 10, 2020 *Final Order Regarding (A) Stay Period, (B) Mandatory Mediation, and (c) Certain Deadlines Related Thereto*. GJB's involvement in the GO Lien Challenge is limited to one adversary listed below.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B191 General Litigation	0
TOTAL HOURS	55

D. ERS Lien Co-Plaintiff Adversary Proceedings

Proskauer Rose LLP, as counsel to the Oversight Board, has primary responsibility for the adversary proceedings seeking, among other things, declarations on the scope of the liens purportedly securing the ERS bonds [Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367]. GJB is

counsel of record for the Committee in Adv. Proc. No. 19-367. These matters had been stayed pursuant to the August 25th, 2019 Order, but on October 24, 2019, the Court approved a scheduling order regarding discovery and summary judgment briefing on the lien scope issues and *ultra vires* issues with respect to the ERS bonds and lifted the stay. Accordingly, (a) the lien scope litigation, *i.e.*, Adv. Proc. No. 19-366 and Adv. Proc. No. 19-367 and (b) Count I of the complaints seeking declarations that the pertinent ERS bonds were issued *ultra vires* and, thus, are null and void, *i.e.*, Adv. Proc. No. 19-355, Adv. Proc. No. 19-356, Adv. Proc. No. 19-357, Adv. Proc. No. 19-359, and Adv. Proc. No. 19-361 were unstayed. GJB's involvement in the lien scope litigation is expected to be minimal and limited to Adv. Proc. No. 19-367.

This litigation has been resolved among the parties and stayed pending confirmation.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	2	\$575	\$460
Partner (10+ Years)	2	\$500	\$400
Associate	2	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B191 General Litigation	0
TOTAL HOURS	175

E. Contested Matters.

GJB represents the Committee with respect to several issues, including the following: the Adversary Defendants motion to participate in the GO Bond Claim Objections (and related

mediation process); proceedings relating to terminating the PREPA RSA; and anticipated, litigated contested matters that are currently under advisement by the Committee. GJB anticipates its involvement in these matters as it relates to conflict issues.

1. Staffing Plan

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	3	\$645	\$516
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

2. Sub-Budget

U.S. Trustee Task Code and Project Category	Estimated Hours for Period September 1, 2021 through September 30, 2021
B190 Other Contested Matters	2
TOTAL HOURS	55

GENERAL STAFFING PLAN

Period Covered: September 1, 2021 through September 30, 2021⁴

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period September 1, 2021 through September 30, 2021	Average hourly rate for period September 1, 2021 through September 30, 2021 (net of 20% reduction)
Partner (20+ Years)	5	\$615	\$492
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

⁴ Unless otherwise indicated in this budget, this proposed staffing plan is based on the following assumptions: (i) no additional title III cases or adversary proceedings will be commenced during the budget period; (ii) no adversary proceedings will require discovery and trial preparation; and (iii) all adversary proceedings in which the Committee has intervened and/or sought to intervene will only involve briefing and hearings on motions to dismiss and/or pretrial proceedings. Thus, this proposed budget may be materially different from the work actually performed. For instance, discovery disputes may lead to extensive litigation. Similarly, the Committee may need to respond to motions that are not and cannot be anticipated. At this time, the proposed budget is speculative. The proposed amended budget has been revised to account for the stay of litigation and other proceedings.

EXHIBIT D-2

STAFFING PLAN

Period Covered: June 1, 2021-September 30, 2021

Category of timekeeper (using categories maintained by the firm)	Number of timekeepers expected to work on the matter during the budget period	Average hourly rate for period 06/01/21 through 09/30/21	Average hourly rate for period 06/01/21 through 09/30/21 (net of 20% reduction)
Partner (20+ Years)	2	\$680	\$544
Partner (10+ Years)	2	\$525	\$420
Associate	4	\$375	\$300
Paraprofessionals	2	\$195	\$156

EXHIBIT E

SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

EXHIBIT E-1

SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

U.S. TRUSTEE TASK CODE AND PROJECT CATEGORY	June 2021	July 2021	August 2021	September 2021	TOTAL
B110 Case Administration	\$3,315.00	\$3,430.50	\$4,462.50	\$4,149.00	\$15,357.00
B112 General Creditor Inquiries					
B113 Pleadings Review	\$9,418.50	\$7,371.00	\$9,733.50	\$7,308.00	\$33,831.00
B120 Asset Analysis and Recovery			\$275.00		\$275.00
B130 Asset Disposition					
B140 Relief from Stay / Adequate Protection Proceedings					
B150 Meetings of Creditors' Committee and Communications with Creditors	\$2,205.00	\$1,495.00		\$575.00	\$4,275.00
B155 Court Hearings (including Preparation for Court Hearings)		\$3,622.50			\$3,622.50
B160 Employment / Fee Applications	\$2,596.00	\$7,882.50	\$1,053.00	\$2,280.50	\$13,812.00
B161 Budgeting (Case)	\$460.00	\$517.50		\$345.00	\$1,322.50
B165 Employment / Fee Application (Other Professionals)					
B170 Fee and Employment Objections					
B180 Avoidance Action Analysis					
B181 Preference Analysis and Recovery Action					
B185 Assumption / Rejection of Leases and Contracts					
B190 Other Contested Matters (including GDB restructuring)					
B191 General Litigation	\$57,823.50	\$27,168.50	\$10,445.50	\$35,454.00	\$130,891.50
B195 Non-Working Travel					

U.S. TRUSTEE TASK CODE AND PROJECT CATEGORY	June 2021	July 2021	August 2021	September 2021	TOTAL
B210 Debtors' Financial Information					
B220 Employee Benefits / Pensions					
B230 Financing / Cash Collections					
B231 Security Document Analysis					
B260 Meetings/Communications with Debtors/ Oversight Board	\$402.50	\$517.50	\$302.50		\$1,222.50
B261 Investigations					
B310 Claims Administration and Objections					
B312 Objections to Claims					
B320 Plan and Disclosure Statement					
B321 Business Plan					
B410 General Bankruptcy Advice and Opinions					
B420 Restructurings					
TOTAL HOURS:	168.10	139.30	77.90	127.10	512.40
TOTAL FEES:	\$76,220.50	\$52,005.00	\$26,272.00	\$50,111.50	\$204,609.00
<i>MINUS 20% REDUCTION:</i>	\$15,244.10	\$10,401.00	\$5,254.40	\$10,022.30	\$40,921.80
TOTAL FEES: (NET OF REDUCTION)	\$60,976.40	\$41,604.00	\$21,017.60	\$40,089.20	\$163,687.20

**FURTHER BREAKDOWN OF COMPENSATION REQUESTED
BY PROJECT CATEGORY AND BY MATTER**

Official Committee of Unsecured Creditors of Commonwealth of PR (Matter ID 001)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B110 Case Administration	72.40	\$13,722.00
B113 Pleadings Review	107.40	\$33,831.00
B150 Meeting of Creditors	6.80	\$3,872.50
B155 Court Hearings	6.30	\$3,622.50
B160 Employment / Fee Applications (GJB)	50.60	\$13,812.00
B161 Budgeting (Case)	2.30	\$1,322.50
B191 General Litigation	148.40	\$75,973.00
B260 Meetings and Communications with Board	0.20	\$115.00
TOTAL	394.40	\$146,271.50

PREPA (Matter ID 002)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B110 Case Administration	3.60	\$1,128.00
B120 Asset Analysis and Recovery	0.50	\$275.00
B150 Meeting of Creditors	0.70	\$402.50
B191 General Litigation	105.90	\$53,596.00
B260 Meetings and Communications with Board	2.10	\$1,107.50
TOTAL	112.18	\$56,509.00

ERS (Matter ID 003)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B110 Case Administration	2.30	\$448.50
B191 General Litigation	2.60	\$1,322.50
TOTAL	4.90	\$1,771.00

HTA (Matter ID 004)

U.S. Trustee Task Code and Project Category	Hours Billed	Fees Sought
B110 Case Administration	0.30	\$58.50
TOTAL	0.30	\$58.50

Kobre & Kim Report (Matter ID 005)

N/A

EXHIBIT E-2

SUMMARY OF EXPENSE REIMBURSEMENTS REQUESTED BY CATEGORY

Category	Amount
Travel Expenses – Airfare	\$0.00
Travel Expenses – Lodging	\$0.00
Travel Expenses - Taxi / Ground Transportation	\$0.00
Travel Expenses – Parking	\$0.00
Meals (while working on Committee matters)	\$0.00
Court call	\$190.00
Long Distance Phone Calls	\$0.00
Process Service Fee	\$0.00
Messenger	\$0.00
Computer Search	\$2,474.10
Articles and Publications	\$0.00
Court Reporting Services	\$0.00
In-house Black and White Reproduction Charges	\$875.20
Outside Photocopies	\$0.00
Outside Professional Services	\$0.00
Postage/Express Mail	\$210.00
Data Management/Web Hosting	\$29,339.77
Miscellaneous- Website Domain and Maintenance	\$0.00
TOTAL	\$33,089.07

EXHIBIT F

BREAKDOWN OF COMPENSATION AND EXPENSE REIMBURSEMENT AND BY WHETHER SERVICES WERE RENDERED IN PUERTO RICO OR OUTSIDE PUERTO RICO

June 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$45,728.00	\$36,582.40 (\$9,145.50)	\$32,924.16	\$8,696.63	\$41,620.79
Total for PREPA (all outside of Puerto Rico)	\$30,047.00	\$24,037.60 (\$6,009.40)	\$21,633.84	\$446.60	\$22,080.44
Total for ERS (all outside of Puerto Rico)	\$387.00	\$309.60 (\$77.40)	\$278.64	\$0.00	\$278.64
Total for HTA (all outside of Puerto Rico)	\$58.50	\$46.80 (\$11.70)	\$42.12	\$0.00	\$42.12
Grand Total	\$76,220.50	\$60,976.40	\$54,878.76	\$9,143.23	\$64,021.99

July 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$47,169.50	\$37,735.60 (\$9,433.90)	\$33,962.04	\$8,243.53	\$42,204.57
Total for PREPA (all outside of Puerto Rico)	\$3,259.50	\$2,823.60 (\$705.90)	\$2,541.24	\$0.00	\$2,541.24
Total for ERS (all outside of Puerto Rico)	\$1,036.00	\$1,044.80 (\$261.20)	\$940.32	\$0.00	\$940.32
Total for HTA (all outside of Puerto Rico)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Grand Total	\$52,005.00	\$41,604.00	\$37,443.60	\$8,242.53	\$45,686.13

August 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$18,554.50	\$14,843.60 (\$710.90)	\$13,359.24	\$7,393.83	\$20,758.07
Total for PREPA (all outside of Puerto Rico)	\$7,639.50	\$6,111.60 (\$1,527.90)	\$5,500.44	\$0.00	\$5,500.44
Total for ERS (all outside of Puerto Rico)	\$78.00	\$62.40 (\$15.60)	\$56.16	\$0.00	\$56.16
Total for HTA (all outside of Puerto Rico)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Grand Total	\$26,272.00	\$21,017.60	\$18,915.84	\$7,398.83	\$27,314.67

September 2021 Fee Statement

	Fees	20% Discount	Fees Requested to Be Paid (90%)	Expenses Requested to Be Paid (100%)	Total Fees & Expenses Requested to Be Paid
Total for Commonwealth (all outside of Puerto Rico)	\$34,818.50	\$27,854.80 (\$6,963.70)	\$25,069.32	\$7,961.67	\$33,031.00
Total for PREPA (all outside of Puerto Rico)	\$15,293.00	\$12,234.00 (\$3,058.60)	\$11,010.96	\$342.80	\$11,353.76
Total for ERS (all outside of Puerto Rico)	\$0.00	\$0.00 (\$0.00)	\$0.00	\$0.00	\$0.00
Total for HTA (all outside of Puerto Rico)	\$0.00	\$0.00 (\$0.00)	\$0.00	\$0.00	\$0.00
Grand Total	\$50,111.50	\$40,089.20	\$36,080.28	\$8,304.48	\$44,384.76

SCHEDULE 1

LIST OF PROFESSIONALS BY MATTER

Official Comm. of Unsecured Creditors of Commonwealth of PR (Matter ID 001)

Name	Title or Position	Department, Group, or Section
Genovese, John H.	Partner	Bankruptcy
Arrastia, John	Partner	Litigation
Suarez, Jesus M.	Partner	Bankruptcy
Gayo-Guitian, Mariaelena	Partner	Bankruptcy
Castaldi, Angelo M.	Associate	Litigation
Delgado, Joyce A.	Associate	Litigation
Hopkins, Colleen	Paralegal	Bankruptcy
Sardina, Jessey	Paralegal	Bankruptcy
Zamora, Johana	Paralegal	Bankruptcy
Garcia-Montes, Tricia	Paralegal	Litigation
Esser-Scavone, Carolyn	Paralegal	Bankruptcy
Triana, Brooke	Paralegal	Bankruptcy

PREPA (Matter ID 002)

Name	Title or Position	Department, Group, or Section
Genovese, John H.	Partner	Bankruptcy
Arrastia, John	Partner	Litigation
Suarez, Jesus M.	Partner	Bankruptcy
Friedman, Michael	Partner	Bankruptcy
Castaldi, Angelo M.	Associate	Litigation
Garcia-Montes, Tricia	Paralegal	Bankruptcy
Zamora, Johana	Paralegal	Bankruptcy

ERS (Matter ID 003)

Name	Title or Position	Department, Group, or Section
Arrastia, John	Partner	Litigation
Zamora, Johana	Paralegal	Bankruptcy

HTA (Matter ID 004)

Name	Title or Position	Department, Group, or Section
Zamora, Johana	Paralegal	Bankruptcy

Kobra & Kim Report (Matter ID 005)

Name	Title or Position	Department, Group, or Section
N/A	N/A	N/A

SCHEDULE 2

MONTHLY STATEMENTS COVERED IN APPLICATION

(Attached Hereto)

DATE	PERIOD COVERED	TOTAL FEES	20% DISCOUNT	FEES REQUESTED (90%)	HOLDBACK (10%)	EXPENSES REQUESTED
October 26, 2021	June 1, 2021-June 30, 2021	\$76,220.50	\$60,976.40	\$54,878.76	\$6,097.64	\$9,143.23
October 26, 2021	July 1, 2021-July 31, 2021	\$52,005.00	\$41,604.00	\$37,443.60	\$4,160.40	\$8,242.53
October 26, 2021	August 1, 2021-August 31, 2021	\$26,272.00	\$21,017.60	\$18,815.84	\$2,101.76	\$7,398.83
November 11, 2021	September 1, 2021-September 30, 2021	\$50,111.50	\$40,089.20	\$36,080.58	\$4,008.92	\$8,304.48



October 26, 2021

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. June 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's June 2021 Fee Statement (the "June Fee Statement") for certain services rendered and expenses incurred during the period ending June 30, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the June Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the June Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$9,145.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102242	\$45,728.00	\$36,582.40	\$32,924.16	\$8,696.63	41,620.79

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$6,009.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102243	\$30,047.00	\$24,037.60	\$21,633.84	\$446.60	\$22,080.44

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) 003 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$77.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102244	\$387.00	\$309.60	\$278.64	\$0.00	\$278.64

4. **HTA Litigation (“HTA”) 004 Matter**
i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$11.70)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-004	HTA Litigation	102245	\$58.50	\$46.80	\$42.12	\$0.00	\$42.12

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$76,220.50 plus costs of \$9,143.23 for a total of \$85,363.73. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in June is equal to \$15,244.10. The costs are \$9,143.23. Accordingly, GJB seeks payment of \$54,878.76 in fees (90% of the total discounted fees) and \$9,143.23 in costs (100% of the costs) as detailed in the June Fee Statement for a total of \$64,021.99.

Any objections you may have to the June Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the June Fee Statement, which is **November 5, 2021** (“Objection Deadline”). If no party serves an objection to the June Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit “C”*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$64,021.99 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the June Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian
Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s June fee statement for certain services rendered and expenses incurred during the period ending June 30, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International Union
Dated: October 26, 2021

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., ("GJB" or "Service Provider") with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 ("Miami" or "Main Office"); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 ("Ft. Lauderdale") and 100 N. Tampa Street, Suite 2600, Tampa, Florida ("Tampa"). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

2. The facts set forth in this declaration are based upon my personal knowledge and the firm's financial records that were reviewed by me or other GJB employees acting under my supervision and direction

3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of June 2021;

4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.

5. GJB's taxable year ends on December 31 (the "Tax Year").

6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.

7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on June 1, 2021 through June 30, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the "Code");

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$9,145.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102242	\$45,728.00	\$36,582.40	\$32,924.16	\$8,696.63	41,620.79

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$6,009.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102243	\$30,047.00	\$24,037.60	\$21,633.84	\$446.60	\$22,080.44

3. **Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") 003 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$77.40)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102244	\$387.00	\$309.60	\$278.64	\$0.00	\$278.64

4. **HTA Litigation ("HTA") 004 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$11.70)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-004	HTA Litigation	102245	\$58.50	\$46.80	\$42.12	\$0.00	\$42.12

8. The invoices submitted in connection with the June Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$76,220.50 plus costs of \$9,143.23 for a total of \$85,363.73.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$15,244.10 (20% discount). The costs are \$9,143.23. Accordingly, GJB seeks payment of \$54,878.76 in fees (90% of the total discounted fees) and \$9,143.23 in costs (100% of the costs) as detailed in the June Fee Statement for a total of \$64,021.99.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 25th day of October, 2021, in Miami, Florida.



KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de Le6n
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury



October 26, 2021

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. July 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's July 2021 Fee Statement (the "July Fee Statement") for certain services rendered and expenses incurred during the period ending July 31, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the July Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the July Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$9,433.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102257	\$47,169.50	\$37,735.60	\$33,962.04	\$8,242.53	42,204.57

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$705.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102258	\$3,259.50	\$2,823.60	\$2,541.24	\$0.00	\$2,541.24

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) 003 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$261.20)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102259	\$1,306.00	\$1,044.80	\$940.32	\$0.00	\$940.32

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$52,005.00 plus costs of \$8,242.53 for a total of \$60,247.53. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in July is equal to \$10,401.00. The costs are \$8,242.53. Accordingly, GJB seeks payment of \$37,443.60 in fees (90% of the total discounted fees) and \$8,242.53 in costs (100% of the costs) as detailed in the July Fee Statement for a total of \$45,686.13.

Any objections you may have to the June Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the July Fee Statement, which is **November 5, 2021** (“Objection Deadline”). If no party serves an objection to the July Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit “C”*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$45,686.13 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the July Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s July fee statement for certain services rendered and expenses incurred during the period ending July 31, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International
Union
Dated: October 26, 2021

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., ("GJB" or "Service Provider") with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 ("Miami" or "Main Office"); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 ("Ft. Lauderdale") and 100 N. Tampa Street, Suite 2600, Tampa, Florida ("Tampa"). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.
2. The facts set forth in this declaration are based upon my personal knowledge and the firm's financial records that were reviewed by me or other GJB employees acting under my supervision and direction
3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of July 2021;
4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.
5. GJB's taxable year ends on December 31 (the "Tax Year").
6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.
7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on July 1, 2021 through June 31, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the "Code");

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$9,433.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102257	\$47,169.50	\$37,735.60	\$33,962.04	\$8,242.53	42,204.57

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$705.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102258	\$3,259.50	\$2,823.60	\$2,541.24	\$0.00	\$2,541.24

3. **Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") 003 Matter**

i. *Services rendered outside Puerto Rico*


Matter	Matter Name	Invoice Number	Fees	20% Discount (\$261.20)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102259	\$1,306.00	\$1,044.80	\$940.32	\$0.00	\$940.32

8. The invoices submitted in connection with the July Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$52,005.00 plus costs of \$8,242.53 for a total of \$60,247.53.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$10,401.00 (20% discount). The costs are \$8,242.53. Accordingly, GJB seeks payment of \$37,443.60 in fees (90% of the total discounted fees) and \$8,242.53 in costs (100% of the costs) as detailed in the

July Fee Statement for a total of \$45,686.13.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 25th day of October, 2021, in Miami, Florida.

A handwritten signature in black ink, appearing to read 'Ken Forrest', is written over a horizontal line.

KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de Le6n
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury



October 26, 2021

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. August 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's August 2021 Fee Statement (the "July Fee Statement") for certain services rendered and expenses incurred during the period ending August 31, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the August Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the August Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$3,710.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102465	\$18,554.50	\$14,843.60	\$13,359.24	\$7,398.83	\$20,758.07

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$1,527.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102466	\$7,639.50	\$6,111.60	\$5,500.44	\$0.00	\$5,500.44

3. Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) 003 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$15.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102467	\$78.00	\$62.40	\$56.16	\$0.00	\$56.16

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$26,272.00 plus costs of \$7,398.83 for a total of \$33,670.83. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in August is equal to \$5,254.40. The costs are \$7,398.83. Accordingly, GJB seeks payment of \$18,915.84 in fees (90% of the total discounted fees) and \$7,398.83 in costs (100% of the costs) as detailed in the August Fee Statement for a total of \$26,314.67.

Any objections you may have to the August Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the August Fee Statement, which is **November 5, 2021** (“Objection Deadline”). If no party serves an objection to the August Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit “C”*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$26,314.67 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the August Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s August fee statement for certain services rendered and expenses incurred during the period ending August 31, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International Union
Dated: October 26, 2021

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., (“GJB” or “Service Provider”) with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 (“Miami” or “Main Office”); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 (“Ft. Lauderdale”) and 100 N. Tampa Street, Suite 2600, Tampa, Florida (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

2. The facts set forth in this declaration are based upon my personal knowledge and the firm’s financial records that were reviewed by me or other GJB employees acting under my supervision and direction

3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of August 2021;

4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.

5. GJB’s taxable year ends on December 31 (the “Tax Year”).

6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.

7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on August 1, 2021 through August 31, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the “Code”):

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$3,710.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102465	\$18,554.50	\$14,843.60	\$13,359.24	\$7,398.83	\$20,758.07

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$1,527.90)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102466	\$7,639.50	\$6,111.60	\$5,500.44	\$0.00	\$5,500.44

3. **Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") 003 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$15.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-003	ERS Litigation	102467	\$78.00	\$62.40	\$56.16	\$0.00	\$56.16

8. The invoices submitted in connection with the August Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$26,272.00 plus costs of \$7,398.83 for a total of \$33,670.83.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$5,254.40 (20% discount). The costs are \$7,398.83. Accordingly, GJB seeks payment of \$18,915.84 in fees

(90% of the total discounted fees) and \$7,398.83 in costs (100% of the costs) as detailed in the August Fee Statement for a total of \$26,314.67.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 25th day of October, 2021, in Miami, Florida.



KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901
Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de Le6n
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

Office of the United States Trustee for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury



November 11, 2021

Via Electronic Mail

The Commonwealth of Puerto Rico
Puerto Rico Fiscal Agency and Financial Advisory Authority
c/o O'Melveny & Myers, LLP
Time Square Tower
7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq., Suzanne Uhland, Esq., Peter Friedman, Esq. and Diana M. Perez, Esq.

**Re: *In re Commonwealth of Puerto Rico, et al.* Case No. 17-BK-3283 (LTS)
(Jointly Administered) –
Genovese, Joblove & Battista, P.A. September 2021 Fee Statement**

Dear Mr. Rapisardi, Ms. Uhland, Mr. Friedman, and Ms. Perez:

By order entered May 31, 2019 (the "Retention Order"), the U.S. District Court for the District of Puerto Rico authorized the employment and retention of Genovese, Joblove & Battista, P.A. ("GJB") as special litigation counsel to the Official Committee of Unsecured Creditors.

In accordance with the second interim compensation order, dated June 6, 2018 (the "Interim Compensation Order") please find enclosed copies of GJB's September 2021 Fee Statement (the "September Fee Statement") for certain services rendered and expenses incurred during the period ending September 30, 2021.

In accordance with the Interim Compensation Order, I hereby certify that no public servant of the Department of Treasury and no employee of the Puerto Rico Highways and Transportation Authority, the Employees Retirement Systems of the Government of the Commonwealth of Puerto Rico, or the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the Committee.¹ The amount shown on the attached invoices is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, GJB does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

¹ For the avoidance of doubt, in accordance with the Retention Order, the Debtors are responsible for the compensation of GJB's fees and reimbursement of its expenses, and under no circumstances are the Committee members responsible for payment of GJB's fees and expenses.

Further, in accordance with the Interim Compensation Order, please see attached as ***Exhibit “A”*** the certification authorizing the submission of the September Fee Statement. Also attached hereto as ***Exhibit “B”*** is the related Declaration regarding fees and expenses related to the activities undertaken in Puerto Rico vs. outside of Puerto Rico.

A summary of the breakdown of fees and expenses in the September Fee Statement is provided below for your ease of reference.

1. Commonwealth of Puerto Rico 001 Matter

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$6,963.70)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102743	\$34,818.50	\$27,854.80	\$25,069.32	\$7,961.68	\$33,031.00

2. Puerto Rico Electric Power Authority (“PREPA”) 002 Matter

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$3,058.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102744	\$15,293.00	\$12,234.40	\$11,010.96	\$342.80	\$11,353.76

Under the Retention Order (¶2, page 2), GJB agreed to reduce its regular hourly rates by twenty (20%) percent. The attached invoices reflect the full amount billed by GJB for fees in the amount of \$50,111.50 plus costs of \$8,304.48 for a total of \$58,415.98. The travel times that appear on the invoice have been adjusted to fifty (50%) percent of the billing rate. The twenty (20%) percent discount applied to fees in September is equal to \$10,022.30. The costs are \$8,304.48. Accordingly, GJB seeks payment of \$36,080.28 in fees (90% of the total discounted fees) and \$8,304.48 in costs (100% of the costs) as detailed in the September Fee Statement for a total of \$44,384.76.

Any objections you may have to the September Fee Statement should be served on GJB and the other Notice Parties so as to be received on or before 4:00 pm (Atlantic Standard Time) on the 10th day (or the next business day if such day is not a business day) following service of the September Fee Statement, which is **November 22, 2021** (“Objection Deadline”). If no party

serves an objection to the September Fee Statement on GJB and the other Notice Parties attached hereto as ***Exhibit "C"*** so as to be received by the Objection Deadline, GJB respectfully requests payment of \$44,384.76 to the following account:

Wiring and ACH Instructions:

Beneficiary Bank: City National Bank of Florida
Beneficiary Bank Address: 100 SE 2nd Street, Miami, FL 33131
Beneficiary Bank ABA: 066004367
Beneficiary Bank SWIFT: CNBFUS3M
Beneficiary Name: GENOVESE JOBLOVE & BATTISTA PA
Beneficiary Account: 30000160777

If an objection is timely served with respect to the September Fee Statement, GJB requests payment of 90% of the requested fees and 100% of the requested costs that are not subject to such Objection, in accordance with the Interim Compensation Order.

Please let me know if you have any questions regarding any of the foregoing.

Sincerely,

/s/ Mariaelena Gayo- Guitian

Mariaelena Gayo-Guitian, Esq.

Exhibit A

Certification

PRINCIPAL CERTIFICATION

I, Alvin Velazquez, on behalf of the Service Employees International Union, solely in its capacity as a member of the Official Committee of Unsecured Creditors of the Title III Debtors (other than COFINA) (the “Committee”) (and not in its individual capacity), hereby certify that the Committee has approved Genovese Joblove & Battista, P.A.’s September fee statement for certain services rendered and expenses incurred during the period ending September 31, 2021.

/s/ Alvin Velazquez

Name: Alvin Velazquez
Company: Service Employees International Union
Dated: November 11, 2021

Exhibit B

Tax Declaration

DECLARATION

I, Ken Forrest, hereby declare, under penalty of perjury as follows:

1. I am of legal age, a resident of the United States and Chief Financial Officer of Genovese, Joblove & Battista, P.A., (“GJB” or “Service Provider”) with offices in Florida located at 100 Southeast Second Street, 44th Floor, Miami, Florida 33131 (“Miami” or “Main Office”); 200 East Broward Boulevard, Suite 1110, Fort Lauderdale, Florida 33301 (“Ft. Lauderdale”) and 100 N. Tampa Street, Suite 2600, Tampa, Florida (“Tampa”). GJB also has an affiliate office in Caracas Venezuela located at Av. Francisco de Miranda, Torre Provincial "A" piso 8 oficina 81 y 82 1060 Caracas, Venezuela.

2. The facts set forth in this declaration are based upon my personal knowledge and the firm’s financial records that were reviewed by me or other GJB employees acting under my supervision and direction

3. I submit this declaration in support of the Monthly Fee Statement submitted for payment by GJB for the month of September 2021;

4. GJB is a professional association organized under the laws of the State of Florida in the United States with Employer ID 65-0518134. GJB is not engaged in any trade or business in Puerto Rico.

5. GJB’s taxable year ends on December 31 (the “Tax Year”).

6. GJB does not have an office or other fixed place of business within Puerto Rico, as described under Puerto Rico Treasury Regulation No. 6257.

7. The following fees and expenses relate to activities undertaken outside of Puerto Rico by the Service Provider as part of the PROMESA Title III proceedings during the fee period beginning on September 1, 2021 through September 30, 2021, which constitute gross income from sources outside Puerto Rico pursuant to the Puerto Rico Internal Revenue Code of 2011, as amended (the “Code”):

1. **Commonwealth of Puerto Rico 001 Matter**

i. *Services rendered outside of Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$6,963.70)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-001	Promesa Special Conflicts Counsel	102743	\$34,818.50	\$27,854.80	\$25,069.32	\$7,961.68	\$33,031.00

2. **Puerto Rico Electric Power Authority ("PREPA") 002 Matter**

i. *Services rendered outside Puerto Rico*

Matter	Matter Name	Invoice Number	Fees	20% Discount (\$3,058.60)	Fees Requested to be Paid (90%)	Expenses Requested to be Paid (100%)	Fees & Expenses Requested to be Paid
12272-002	PREPA Adversary	102744	\$15,293.00	\$12,234.40	\$11,010.96	\$342.80	\$11,353.76

8. The invoices submitted in connection with the September Fee Statement and summarized above reflect the full amount billed by GJB for fees in the amount of \$50,111.50 plus costs of \$8,304.48 for a total of \$58,415.98.

9. That under the GJB's retention order in the Title III cases, GJB agreed to a voluntary 20% reduction in its hourly fees sought to be paid in the amount of \$10,022.30 (20% discount). The costs are \$8,304.48. Accordingly, GJB seeks payment of \$36,080.28 in fees (90% of the total discounted fees) and \$8,304.48 in costs (100% of the costs) as detailed in the September Fee Statement for a total of \$44,384.76.

IN WITNESS WHEREOF, I hereby declare, under penalty of perjury, that the above statement is true and correct on this 11th day of November, 2021, in Miami, Florida.



 KEN FORREST

Exhibit C

Notice Parties

Counsel for the Oversight Board

Proskauer Rose LLP
Eleven Times Square
New York, NY
10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak Esq. and

Proskauer Rose LLP,
70 West Madison
Street, Chicago, IL
60602
Attn: Paul V. Possinger, Esq.

and

O'Neill & Borges LLC
250 Mulioz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority

Marini Pietrantonio Muniz
LLC MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero Esq.

The Office of the United States Trustee for the District of Puerto Rico

Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, Puerto Rico 00901 (re: In Commonwealth of Puerto Rico)

Counsel for the Official Committee of Unsecured Creditors

Paul Hastings
200 Park Avenue
New York, NY 10166
Attn: Luc A. Despina, Esq.

Counsel for the Official Committee of Unsecured Creditors

Casillas, Santiago & Torres, LLC
El Caribe office Building
53 Palmeras Street, Ste. 1601
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Attn: Juan J . Casillas Ayala, Esq.
Alberto J.E. Aneses Negron, Esq.

Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, Wisconsin 53703-3300
Attn: Katherine Stadler, Esq.

and

EDGE Legal Strategies, PSG
252 Ponce de León
Avenue Citibank Tower,
12th Floor San Juan, PR
00918
Attn: Eyck O. Luge

U.S. Trustee

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Edificio Ochoa
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San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*)

Counsel for the Official Committee of Retired Employees

Jenner & Block LLP
919 Third Ave.
New York, NY 10022
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

and

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq.
Melissa Root, Esq.

and

Bennazar, Garcia & Milian, C.S.P.
Edificio Union Plaza, PH-A,
416 Ave. Ponce de Leon
Hate Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

Puerto Rico Department of
Treasury

PO Box 9024140

San Juan, PR 00902-4140

Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting
Omar E. Rodriguez Perez, CPA, Assistant Secretary of Central Accounting
Angel L. Pantoja Rodriguez, Deputy Assistant Secretary of Internal Revenue and Tax
Policy
Francisco Pares Alicea, Assistant Secretary of Internal Revenue and Tax Policy
Francisco Pefia Montanez, CPA, Assistant Secretary of the Treasury

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021
Please Refer to
Invoice Number: 102242

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Jun 30, 2021	45,728.00
Costs incurred and advanced	<u>8,696.63</u>
Current Fees and Costs Due	54,424.63

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
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PROMESA - Official Committee of Unsecured Creditors

September 14, 2021

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Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jun 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
06/01/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/02/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/03/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
06/04/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
06/07/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/08/21	JZ	Receipt and review of Court Order Regarding Procedures for June 16-17 Omnibus Hearing [ECF No. 16898]; calendar deadlines contained in order; circulate same; update electronic case profile.	0.40	195.00	78.00
06/08/21	JZ	Receipt and review of Notice of Proposed Amendment to Fourteenth Amended Notice, Case Management and Administrative Procedures [ECF No. 16903]; calendar deadline to file objection; circulate same; update electronic case profile.	0.40	195.00	78.00
06/08/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/09/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/09/21	JZ	Receipt and review of Notice of Voluntary Dismissal as to certain Defendants in ADV 19-282; circulate same; update electronic case profile.	0.40	195.00	78.00

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06/10/21	JZ	Receipt and review of the Notice of Filing Exhibit N (Best Interest Test Reports) to Disclosure Statement for the Third Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 16927]; circulate same; update electronic case profile.	0.40	195.00	78.00
06/10/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/11/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/14/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
06/14/21	JZ	Receipt and review of Notice of Agenda for hearings scheduled for June 16-17 [ECF No. 16968]; circulate same; update electronic case profile.	0.30	195.00	58.50
06/15/21	JZ	Receipt and review of the Status Report of the AAFAF Regarding the Government of Puerto Rico's Recent Activities and Response to the Ongoing COVID-19 Pandemic [ECF No. 16979]; circulate same; update electronic case profile.	0.30	195.00	58.50
06/15/21	JZ	Receipt and review of the Objection of Underwriter Defendants to Debtors' Motion for an Order Approving Disclosure Statement [ECF No. 16987] and the Joinder of Merrill Lynch, Pierce, Fenner & Smith, Inc. in Support of Joint Objection of Underwriter Defendants to Debtors' Motion for an Order Approving Disclosure Statement [ECF No. 16993]; circulate same; update electronic case profile.	0.50	195.00	97.50
06/15/21	JZ	Receipt and review of the Status Report of Financial Oversight and Management Board in Connection with June 16-17, 2021 Omnibus Hearing. [ECF No. 16990]; circulate same; update electronic case profile.	0.40	195.00	78.00
06/15/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/16/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
06/17/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/18/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/21/21	JZ	Receipt and review of Order Further Amending Case Management Procedures [ECF No. 17127]; calendar all future omnibus hearings dates contained in order; circulate same; update electronic case profile.	0.60	195.00	117.00
06/21/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/22/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00

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06/23/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
06/24/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
06/25/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/25/21	JZ	Review of case dockets; update master deadline and adversary tracking excel sheet based on recently entered case management procedure order, adversary orders and recently dismissed defendants.	2.10	195.00	409.50
06/28/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
06/29/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
06/30/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
Subtotal: B110 / Case Administration			14.70		\$2,866.50
B113 / Pleadings Review					
06/01/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for May 28 through June 1, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
06/02/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 2, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
06/03/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 3, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.70	315.00	220.50
06/04/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 4, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
06/07/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 5 through June 7, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.10	315.00	661.50

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06/09/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.8); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 8 and 9, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.6).	2.40	315.00	756.00
06/11/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 10 and June 11, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.10	315.00	661.50
06/14/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 12 through 14, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
06/15/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 15, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	3.60	315.00	1,134.00
06/16/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.7); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 16, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.2).	1.90	315.00	598.50
06/17/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 17, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
06/18/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 18, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
06/21/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 19 through 21, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00

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06/22/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 22, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
06/23/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.6); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 23, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.2).	1.80	315.00	567.00
06/24/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 24, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (1.2).	0.90	315.00	283.50
06/25/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 25, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.30	315.00	409.50
06/28/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 26 through 28, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
06/30/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for June 30, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
Subtotal: B113 / Pleadings Review			29.90		\$9,418.50
B150 / Meetings of Creditors					
06/09/21	JA	Strategy call with Committee.	0.60	575.00	345.00
06/14/21	JA	Mediation update with Committee.	0.10	575.00	57.50
06/23/21	JA	Attend Committee hearing regarding strategy.	0.60	575.00	345.00
06/26/21	JA	Attend Committee meeting regarding settlement issues.	0.80	575.00	460.00
06/29/21	JA	Prepare for and attend Committee call regarding settlement issues.	0.60	575.00	345.00

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06/30/21	JMS	Attend committee call and prepare brief summary memorandum re pending issues for follow-up.	0.50	500.00	250.00
Subtotal: B150 / Meetings of Creditors			3.20		\$1,802.50
B160 / Fee/Employment Applications					
06/01/21	CBH	Attention to additional e-mail correspondence from M. Guitian and K. Forest regarding period and amounts of holdbacks.	0.30	195.00	58.50
06/01/21	CAS	Further e-mail correspondence with K. Forrest and M. Guitian re: holdbacks.	0.30	150.00	45.00
06/02/21	MGG	Review examiner report (.3); confer with Carolyn Scavone re: request for hold back payments from Hacienda (.1)	0.40	575.00	230.00
06/02/21	CAS	Review Fee Examiner Reports and Orders on Fee Application with GJB compensation spreadsheets.	0.30	150.00	45.00
06/02/21	CAS	E-mail correspondence with M. Guitian and K. Forrest re: holdback amounts on GJB's last fee application.	0.30	150.00	45.00
06/03/21	JA	Analyze fee examiner correspondence and prepare response correspondence (.8); attend to issues with La Hacienda (.2); confer with C. Scavone (.1)	1.10	575.00	632.50
06/03/21	CAS	E-mail correspondence with J. Arrastia re: holdbacks on fees pursuant to fee applications.	0.20	150.00	30.00
06/03/21	CAS	E-mail correspondence to V. Soler re: follow up on payment of 10% holdback on fees for GJB pursuant to the Omnibus Order Awarding (I) Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Tenth Interim (June 1, 2020 - September 30, 2020) and Prior Compensation Periods; (II) Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period.	0.30	150.00	45.00
06/04/21	MGG	Review email from Valerie Bay Soler with request for breakdown of holdback. Follow up with C. Scavone regarding same.	0.20	575.00	115.00
06/04/21	CAS	E-mail correspondence with J. Arrastia, K. Forrest and M. Guitian re: holdbacks per agency.	0.20	150.00	30.00
06/04/21	CAS	E-mail correspondence and follow up with V. Soler with breakdown of deductions per agency and status of payment of holdback of fees.	0.20	150.00	30.00
06/21/21	JA	Revise and finalize April Fee Statements in conformity with fee examiner guidelines.	0.70	575.00	402.50
06/23/21	JA	Prepare and review May fee statements in conformity with examiner guidelines.	1.10	575.00	632.50
06/24/21	CAS	E-mail correspondence to V. Soler re: payment of holdback for fees.	0.20	150.00	30.00

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06/24/21	CAS	Finalize and e-mail GJB's July 2021 Budget to fee examiner.	0.20	150.00	30.00
06/29/21	CBH	Meeting with J. Zamora regarding deadline to file fee application and invoices for filing; receipt and review of e-mail correspondence between J. Zamora and J. Arrastia regarding same.	0.30	195.00	58.50
06/29/21	JZ	Meeting with C. Hopkins regarding deadline to file fee application and invoices for filing; e-mails to and from J. Arrastia regarding same.	0.40	195.00	78.00
06/30/21	JZ	E-mails from and to J. Arrastia regarding today's committee meeting to approve the April and May fee statement; advise C. Hopkins of same.	0.30	195.00	58.50
Subtotal: B160 / Fee/Employment Applications			7.00		\$2,596.00
B161 / Budgeting					
06/21/21	JA	Prepare July Budget.	0.80	575.00	460.00
Subtotal: B161 / Budgeting			0.80		\$460.00
B191 / General Litigation					
06/01/21	JA	Review Motion to Compel Disclosure Statement Discovery [DE 16811] (.8); review Ambac Motion to Compel Discovery in Disclosure Statement [DE 16812] (.6)	1.40	575.00	805.00
06/02/21	JA	Review analysis of disclosure statement issues (.8); strategize regarding disclosure statement matters (.6)	1.40	575.00	805.00
06/03/21	JA	Participate in strategy conference regarding litigation issues.	2.20	575.00	1,265.00
06/03/21	TG	Retrieve new data received re: O'Melveny Financials and upload to Relativity @Trustpoint.one	0.30	120.00	36.00
06/04/21	JMS	Continued review of plan of adjustment issues relative to committee litigation and attention to settlement process and evaluation of litigation claims as settlement currency.	3.30	500.00	1,650.00
06/07/21	TG	Retrieve additional data received re: O'Melveny Financials and upload to Relativity @Trustpoint.one	0.30	120.00	36.00
06/08/21	JA	Analyze Settlement Proposal from FOMB.	0.60	575.00	345.00
06/09/21	JA	Review UCC counter proposal to settlement proposal.	0.20	575.00	115.00
06/10/21	TG	Retrieve new data received re: O'Melveny Financials and upload to Relativity @Trustpoint.one	0.30	120.00	36.00
06/11/21	JMS	Attention to settlement discussions with FOMB and provide input concerning litigation matters.	2.20	500.00	1,100.00

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06/11/21	AMC	Appear at telephonic meeting / conference with UCC and FOMB representatives concerning the plan and disclosure statement issues, and prepare post-meeting summary for distribution to team internally	0.90	375.00	337.50
06/11/21	AMC	Appear at telephonic meeting / conference with UCC members and counsel	0.60	375.00	225.00
06/13/21	JA	Strategy call with Committee (.4); review updated counterproposal (.2); review correspondence (.1)	0.70	575.00	402.50
06/14/21	JA	Review status reports (.3); review outline of agenda (.1)	0.40	575.00	230.00
06/14/21	AMC	Detailed review and analysis of recent Ambac filings concerning s. 502 disallowance issues and DRA parties concerning Act 30-31 revenues, and, in conjunction with said Ambac filings review of proposed treatment and valuation of pension liability claims held by retiree committee constituency.	1.80	375.00	675.00
06/14/21	AMC	Review and consider briefing schedules pertaining to pending Commonwealth adversary proceedings, including inter alia, a review of existing scheduling orders in said cases, consider action items pertaining to said proceedings, and attend to communications with counsel for the SCC concerning the same.	0.60	375.00	225.00
06/15/21	JMS	Research in support of review of potential objections to amended plan of adjustment and work on issues relating to potential litigation matters.	2.10	500.00	1,050.00
06/15/21	JA	Initial review of several objections to disclosure statements.	0.70	575.00	402.50
06/16/21	JHG	Review complaint, motion to dismiss and response.	2.20	765.00	1,683.00
06/16/21	JA	Review additional objections to disclosure statements.	0.90	575.00	517.50
06/17/21	JMS	Research in support of review of potential objections to amended plan of adjustment and work on issues relating to potential litigation matters.	1.30	500.00	650.00
06/18/21	JA	Review Disclosure Statement Objections by AAFAF (.4), AMBAC (1.1), FGIC (.2), Retiree (.1), DRA (.8), U.S. Bank (.6); FGIC Noteholders (.1); Underwriter Defendants (.5). Merrill Lynch (.1)	3.90	575.00	2,242.50
06/21/21	JA	Review Order Amending Case Management Procedures.	0.20	575.00	115.00
06/21/21	JMS	Research in support of review of potential objections to amended plan of adjustment and work on issues relating to potential litigation matters.	1.40	500.00	700.00
06/22/21	JA	Review portions of case file in National v. Underwriters, a Commonwealth case referenced in the Underwriter Objection to Disclosure Statement.	1.30	575.00	747.50

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06/22/21	AMC	Detailed review and analysis of certain underwriter defendants' objection to FOMB's disclosure statement and, in light of issues raised therein, review of documents filed in associated, removed litigation previously before the Honorable Judge Swain.	1.70	375.00	637.50
06/23/21	JHG	Review proposal regarding plan distributions; review claims objection and reconciliation process and analyze strategic issues.	1.30	765.00	994.50
06/23/21	JA	Review settlement proposals and analysis.	0.40	575.00	230.00
06/24/21	JMS	Continued review of amended plan of adjustment and work on issues relating to potential litigation matters.	1.70	500.00	850.00
06/25/21	JMS	Review issues concerning settlement discussions with board and attention to impact on litigation matters.	1.20	500.00	600.00
06/25/21	AMC	Reviewed and analyzed objections to disclosure statement filed by certain monoline / bond insurers, and, separately, by the UCC.	2.20	375.00	825.00
06/28/21	JMS	Strategize with J. Arrastia.	0.60	500.00	300.00
06/28/21	JA	Strategize with J. Suarez regarding settlement (.6); analyze Avoidance Action Trust issues in Plan (1.6)	2.20	575.00	1,265.00
06/28/21	JA	Confer and strategize with Committee regarding settlement.	0.40	575.00	230.00
06/29/21	JHG	Review and strategic analysis of plan settlement discussion outline.	1.10	765.00	841.50
06/29/21	JA	Review Disclosure Statements for Fourth Amended Plan (2.8); analyze Avoidance Action Trust issues (1.3).	4.10	575.00	2,357.50
06/30/21	JA	Review Fourth Amended Plan (2.3); continued review and analysis of Avoidance Action Trust Assets and Treatment as it relates to UCC (2.3)	4.60	575.00	2,645.00
06/30/21	AMC	Review and analyze Fourth Disclosure Statement's discussion of litigations to be resolved by Fourth Amended Plan.	1.10	375.00	412.50
Subtotal: B191 / General Litigation			53.80		\$28,584.50
Total			109.40		\$45,728.00

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Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	4.60	765.00	3,519.00
JMS	Jesus M Suarez	Partner	14.30	500.00	7,150.00
MGG	Mariaelena Gayo-Guitian	Partner	0.60	575.00	345.00
JA	John Arrastia	Partner	32.00	575.00	18,400.00
JAD	Joyce A Delgado	Associate	29.90	315.00	9,418.50
AMC	Angelo M Castaldi	Associate	8.90	375.00	3,337.50
TG	Tricia Garcia-Montes	Paralegal	0.90	120.00	108.00
CAS	Carolyn A Scavone	Paralegal	2.20	150.00	330.00
CBH	Colleen B Hopkins	Paralegal	0.60	195.00	117.00
JZ	Johana Zamora	Paralegal	15.40	195.00	3,003.00
Total			109.40		\$45,728.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Pacer - Online Research	961.80
06/16/2021	Court Solutions (12272-001) John Arrastia	70.00
06/16/2021	Court Solutions (12272-001) Angelo Castaldi	70.00
06/30/2021	Data management and hosting (12272-001) Trustpoint.One 21-05780	7,594.83
Total Costs incurrent and advanced		\$8,696.63
Current Fees and Costs		\$54,424.63

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 15, 2021
Please Refer to
Invoice Number: 102257

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Jul 31, 2021	47,169.50
Costs incurred and advanced	<u>8,242.53</u>
Current Fees and Costs Due	55,412.03

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 15, 2021

Please Refer to

Invoice Number: 102257

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jul 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
07/01/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
07/02/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/02/21	JZ	Receipt and review of Order Regarding Procedures for Disclosure Statement Hearing scheduled for July 13th [ECF No. 17210]; calendar deadlines contained in order; circulate same; update electronic case profile.	0.40	195.00	78.00
07/06/21	JZ	Receipt and review of the UCC's Limited Sur-Reply of UCC with Respect to Bankruptcy Rule 3013 Issues and in Response to Oversight Board's Omnibus Reply in Support of Disclosure Statement Motion [ECF No. 17223]; circulate same; update electronic case profile.	0.30	195.00	58.50
07/06/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/07/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/08/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
07/08/21	JNS	Review tolling agreement's tracking chart for upcoming expiring agreements. Email to counsel regarding same.	0.20	75.00	15.00
07/09/21	JZ	Receipt and review of Notice of Agenda for Disclosure Statement Hearing on July 13-14, 2021 [ECF No. 17293]; schedule telephonic appearance for J. Arrastia; update electronic case profile.	0.40	195.00	78.00
07/09/21	JZ	Receipt and review of the Oversight Board's Motion Regarding Exhibits they may present in Connection with the Disclosure Statement Hearing [ECF No. 17278]; circulate same; update electronic case profile.	0.30	195.00	58.50

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07/09/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/12/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/13/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
07/14/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/15/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/15/21	JNS	Receive, review, obtain signature from committee counsel, save file with executed copy and update Tolling Agreements tracking chart and calendar with new tolling expiration dates.	0.60	75.00	45.00
07/15/21	JNS	Review amended tolling agreements, circulate to attorneys for review and signature, scan electronic copy to system, update deadlines' tracking chart, calendar and tolling agreement files, circulate executed copies.	0.80	75.00	60.00
07/16/21	JZ	Receipt and review of Motion for the Entry of an Amended Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith [ECF No. 17395]; the UCC filed an objection to confirmation; circulate motion; update electronic case profile.	0.60	195.00	117.00
07/16/21	JZ	Receipt and review of Court's Order regarding the Disclosure Statement Motion and Confirmation Motion [ECF No. 17387]; circulate same; calendar hearing date and numerous deadlines in order; update electronic case profile.	0.40	195.00	78.00
07/16/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/16/21	JNS	Review additional amended tolling agreements, circulate to attorneys for review and signature.	0.20	75.00	15.00
07/19/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
07/20/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/20/21	JZ	Receipt and review of Order Establishing Preliminary Confirmation Submission and Discovery Procedures [ECF 17431]; calendar numerous discovery deadlines listed in order; circulate filing; update electronic case profile.	0.50	195.00	97.50
07/21/21	JZ	Receipt and review of Order Regarding Procedures for Continued Disclosure Statement Hearing [ECF No. 17446]; circulate same; calendar deadlines contained in order; conference with J. Arrastia regarding appearance; update electronic case profile.	0.40	195.00	78.00
07/21/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.20	195.00	39.00

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07/22/21	JZ	Receipt and review of the UCC's Limited Joinder in Support of Objection of the Oversight Board to Motion for an Order Appointing a Committee for Modest-Sized Bondholders [ECF 17464]; circulate same; update electronic case profile.	0.30	195.00	58.50
07/22/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/23/21	JZ	Receipt and review of Oversight Board's Urgent Motion to Continue Disclosure Statement Hearing [ECF No. 17500]; circulate same; update electronic case profile.	0.30	195.00	58.50
07/23/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
07/25/21	JZ	Receipt and review of Order Regarding Oversight Board's Motion for Continuance of the Disclosure Statement Hearing [ECF No. 17501]; circulate same; calendar deadlines contained in order; update electronic case profile.	0.40	195.00	78.00
07/26/21	JZ	Receipt and review of Debtor's Amended Informative Motion regarding Motion to Approve Confirmation Procedures [ECF No. 17510]; receipt and review of Notice of Agenda for Continued Disclosure Statement Hearing [ECF No. 17511]; circulate same; conference with J. Arrastia regarding appearance; update electronic case profile.	0.40	195.00	78.00
07/26/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
07/26/21	JNS	Receive, review and circulate additional amended tolling agreements to be approved and signed by the committee attorney (.4); scan and circulate executed, update case electronic file with same, update deadline tracking chart and calendar with new expiration dates (.3).	0.70	75.00	52.50
07/27/21	JZ	Receipt and review of Sixth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 17516] (.3); Disclosure Statement for the Sixth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 17517] (.3); Notice of Filing of Second Revised Proposed Order (i) Approving Disclosure Statement, (ii) Fixing Voting Record Date, (iii) Approving Confirmation Hearing Notice and Confirmation Schedule, (iv) Approving Solicitation Packages and Distribution Procedures, (v) Approving Forms of Ballots, and Voting and Election Procedures (vi) Approving Notice of Non-Voting Status, (vii) Fixing Voting, Election and Confirmation Deadlines, and (viii) Approving Vote Tabulation Procedures [ECF No. 17519] (.3); circulate filings (.1); update electronic case profile (.1)	1.10	195.00	214.50
07/27/21	JZ	Receipt and review of Order Regarding Procedures for the August 4-5 hearings [ECF No. 17522]; calendar deadlines contained in order; update electronic case profile.	0.40	195.00	78.00
07/27/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
07/28/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00

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07/28/21	JZ	Receipt and review of Joint Motion to Continue Deadlines in Certain Proceedings [ECF No. 17535]; confirm none of the adversary proceedings which we represent the committee are affected; update electronic case profile.	0.30	195.00	58.50
07/28/21	JZ	Receipt and review of Notice of Amended Agenda for Continued Disclosure Statement Hearing [ECF No. 17567]; circulate same; update electronic case profile.	0.30	195.00	58.50
07/28/21	JZ	Receipt and review of Order Requiring Further Amended Confirmation Procedures [ECF No. 17530]; calendar deadlines contained in order; circulate same; update electronic case profile.	0.30	195.00	58.50
07/28/21	JZ	Receipt and review of Proposed Third Amended Procedures Order Pursuant to Court's Order Requiring Further Amended Confirmation Procedures Order [ECF No. 17548]; circulate same; update electronic case profile.	0.30	195.00	58.50
07/29/21	JNS	Follow-up emails with attorneys John Arrastia and Jesus M Suarez regarding expiration of tolling agreement for certain entities. Review and circulate for attorneys signature the addendums to tolling agreements of Petro West, Inc. and Petrobas America Inc., scan executed copy and submit to handling counsel, update case file with renewed executed copies, update tracking chart and calendar with new expiration deadlines.	0.60	75.00	45.00
Subtotal: B110 / Case Administration			18.10		\$3,157.50
B113 / Pleadings Review					
07/07/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.5); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 7, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (.8).	1.30	315.00	409.50
07/08/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 8, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.70	315.00	220.50
07/12/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 1-6, 2021 and July 12, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	3.30	315.00	1,039.50

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07/14/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.6); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 14, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (.8).	1.40	315.00	441.00
07/15/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 15, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.10	315.00	346.50
07/16/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 16, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
07/19/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 19, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
07/20/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 20, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
07/21/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 21, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.30	315.00	409.50
07/22/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 22, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
07/23/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 23, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
07/26/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 23 through July 26, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.40	315.00	756.00

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07/27/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 27, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
07/29/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 28 and July 29, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
07/30/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 30, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
Subtotal: B113 / Pleadings Review			23.40		\$7,371.00
B150 / Meetings of Creditors					
07/07/21	JA	Participate in litigation and strategy meeting.	0.30	575.00	172.50
07/09/21	JA	Attend and participate in Committee call regarding strategy.	0.70	575.00	402.50
07/14/21	JA	Confer with D. Mack regarding Avoidance Action Trust.	0.60	575.00	345.00
07/15/21	JA	Confer with A. Velazquez regarding confirmation and post-confirmation issues.	0.70	575.00	402.50
07/28/21	JA	Attend Committee meeting.	0.30	575.00	172.50
Subtotal: B150 / Meetings of Creditors			2.60		\$1,495.00
B155 / Court Hearings					
07/13/21	JA	Court attend and attend disclosure hearing.	4.70	575.00	2,702.50
07/14/21	JA	Court hearing and attend disclosure hearing.	1.60	575.00	920.00
Subtotal: B155 / Court Hearings			6.30		\$3,622.50
B160 / Fee/Employment Applications					
07/01/21	JA	Confer with J. Zamora regarding redaction and fee statements (.2)	0.20	575.00	115.00

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07/01/21	JZ	Conference with J. Arrastia regarding committee's approval of the April and May fee statements and potential redaction to statements (.2); e-mails to and from C. Hopkins regarding preparation of Fee Statements prior to upcoming deadline to file Fee Application (.1) ; e-mails to and from accounting regarding billing recap for April and May (.2); attention to invoices for April and May; attention to organization of budget for Fee Application (.6)	1.10	195.00	214.50
07/01/21	CBH	Meeting and e-mail correspondence with J. Zamora regarding invoice letters for April and May for fee application .	0.50	195.00	97.50
07/02/21	JZ	Continue preparation of sixth interim fee application (.3); attention to break down amounts for exhibits to application (.5).	0.80	195.00	156.00
07/02/21	JZ	Review of billing re-cap for April and May (.4) Draft Monthly Fee Statement and Declarations for April, 2021 and May, 2021 (1.4) ; circulate same for review and signature of declaration (.1); finalize and serve Fee Statements to applicable parties (.4); calendar objection deadline and update electronic case profile (.3)	2.60	195.00	507.00
07/02/21	CBH	E-mail correspondence with J. Zamora regarding monthly invoice and review of cover letter to counsel.	0.40	195.00	78.00
07/06/21	JA	Confer with J. Zamora regarding fee application.	0.10	575.00	57.50
07/06/21	JZ	E-mail correspondence with J. Arrastia regarding April and May invoices for fee application and upcoming deadline to file Fee Application.	0.30	195.00	58.50
07/06/21	JZ	Continue preparation of sixth interim fee application (.4) ;E-mail correspondence with accounting regarding reports for fee application (.3); receipt, review and index reports from accounting (.7);	1.40	195.00	273.00
07/07/21	JA	Confer with M. Guitian regarding fee application.	0.10	575.00	57.50
07/07/21	MGG	Email to John Arrastia re: Interim Fee Application process.	0.20	575.00	115.00
07/07/21	CAS	E-mail correspondence with V. Soler re: payment of holdback for fees.	0.20	150.00	30.00
07/07/21	JZ	E-mail correspondence to accounting regarding additional report information (.3); meeting with C. Hopkins regarding final invoices, exhibit and status of Fee Application (.4)	0.70	195.00	136.50
07/08/21	JZ	Continue preparation of sixth interim fee application (.6); continue revision to exhibits (.8); review of monthly budgets and invoices (.8); meeting with C. Hopkins regarding status, final invoices, exhibits and revisions (.5)	2.70	195.00	526.50
07/08/21	CBH	Meeting with J. Zamora regarding final invoices and deadline for objections to April and May invoices .	0.50	195.00	97.50
07/11/21	JZ	Continue preparation of sixth interim fee application and circulate latest version of Fee app for review (1.2)	1.20	195.00	234.00

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07/12/21	JZ	Continue preparation of sixth interim fee application (.9); review of bill and payment report to calculate monthly fees paid to GJB and current amounts owed (.7); conferences with C. Hopkins regarding payments made during application period (.6); e-mails to and from accounting regarding updated figures (.3); circulate latest version of Fee app for review (.1)	2.60	195.00	507.00
07/12/21	CBH	Meeting with J. Zamora regarding payments made during application period (.6); review of fee application and summary (.3); e-mail correspondence with K. Forrest regarding Puerto Rico taxes and fees paid (.3).	0.90	195.00	175.50
07/13/21	JA	Review and revise internal fee application.	1.20	575.00	690.00
07/13/21	JZ	Continue preparation of sixth interim fee application (.6); review of each invoices and adversary dockets to include additional case background in Fee Application as to legal services rendered during the application period (2.0); meeting with C. Hopkins regarding task codes and exhibits (.4); e-mail draft Fee Application for review and revision (.1)	3.10	195.00	604.50
07/13/21	CBH	Receipt and review of e-mail correspondence regarding objection period for April and May and finalization of fee application (.3); meet with J. Zamora regarding exhibits (.4).	0.70	195.00	136.50
07/14/21	CAS	Preparation of GJB Monthly Fee Objection Statement for May 2021.	0.40	150.00	60.00
07/14/21	CAS	Serve GJB Monthly Fee Objection Statement for May 2021.	0.20	150.00	30.00
07/14/21	CAS	Serve GJB Monthly Fee Objection Statement for April 2021.	0.20	150.00	30.00
07/14/21	CAS	Preparation of GJB Monthly Fee Objection Statement for April 2021.	0.40	150.00	60.00
07/14/21	CBH	Receipt and review of e-mail correspondence regarding final approval of April and May invoices and finalization of fee application.	0.30	195.00	58.50
07/14/21	JZ	Conferences with accounting regarding inquiries on billing reports (.3); calculate numerous figures to include in the Fee Application exhibits (blended rate, rate by particular, attorneys; tabulation of hours per code and attorney, amounts spent preparing Fee Applications, Holdbacks, etc) (2.3)	2.60	195.00	507.00
07/15/21	JA	Extensive review and revisions to Fee Application draft and confer with J. Zamora and C. Hopkins.	1.20	575.00	690.00
07/15/21	CBH	Meeting with J. Zamora regarding final edits to fee application and comments from J. Arrastia.	0.40	195.00	78.00

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07/15/21	JZ	Receipt of redline comments to Fee Application from J. Arrastia and respond to same (.7); revise Fee Application per J. Arrastia's requests (.8); organize exhibits (.3); finalize and file Sixth Fee Application (.4); draft and file Notice of Filing Fee Application (.7); circulate filed version; update electronic case profile.	2.90	195.00	565.50
07/18/21	JZ	Retrieve master service list for service of Fee Application; calendar hearing date on Fee Application and objection deadline.	0.50	195.00	97.50
07/19/21	JZ	Review of case management order to verify service procedure for GJB's Sixth Interim Fee Application (.3); serve Fee Application and Notice of Filing/Notice of Hearing via U.S. Mail and/or e-mail upon all parties requesting service on the 25-page master service list (1.8); draft and file Certificate of Service (.5)	2.60	195.00	507.00
07/27/21	BT	Draft application and order for admission pro hac vice of M. Friedman.	0.60	195.00	117.00
07/28/21	JZ	Receipt and review of Fee Examiner's report on Fee Applications for consideration at the August 4th hearings [ECF No. 17565]; confirm GJB is listed; circulate report; update electronic case profile.	0.40	195.00	78.00
07/29/21	BT	Revise application for admission pro hac vice of M. Friedman and confer with M. Friedman regarding same.	0.70	195.00	136.50
Subtotal: B160 / Fee/Employment Applications			34.90		\$7,882.50
B161 / Budgeting					
07/20/21	JA	Prepare August budget.	0.80	575.00	460.00
07/26/21	JA	Communicate with Committee regarding budget.	0.10	575.00	57.50
Subtotal: B161 / Budgeting			0.90		\$517.50
B191 / General Litigation					
07/01/21	JA	Confer with Committee regarding Avoidance Action Trust issues (.3); prepare analysis of Avoidance Action Trust assets (.8)	1.10	575.00	632.50
07/01/21	JMS	Review AAFAF reservations of rights with respect to claims where GJB is responsible (.6); analysis of FOMB's revisions to plan of adjustment concerning exhibitis and underwriter litigation (1.8)	2.40	500.00	1,200.00
07/01/21	AMC	Continued detailed analysis of plan and disclosure statement with particular emphasis on effect of pending litigations .	2.30	375.00	862.50
07/02/21	AMC	Review and analysis of plan and disclosure statement with particular reference and emphasis on assets of plan's litigation trusts, proposed injunctions and releases, and bondholder, monoline, and financial-institution litigation	1.70	375.00	637.50

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07/06/21	JA	Confer with N. Bassett regarding Avoidance Action settlement status.	0.20	575.00	115.00
07/06/21	JA	Review draft Sur-Reply re: 3013.	0.20	575.00	115.00
07/07/21	JA	Review draft correspondence regarding solicitation (.2); review sur-reply on classification (.2)	0.40	575.00	230.00
07/07/21	JA	Confer and strategize with P. Mack regarding Plan provisions.	0.30	575.00	172.50
07/08/21	JHG	Review and analysis of FOMB settlement proposal.	1.10	765.00	841.50
07/08/21	JA	Review update to settlement discussions.	0.30	575.00	172.50
07/08/21	JMS	Attention to plan development and analysis of impact on underwriter litigation and other remaining claims.	1.70	500.00	850.00
07/09/21	JA	Review and analyze FOMB proposals regarding releases of litigation in Avoidance Action Trust.	0.90	575.00	517.50
07/09/21	JMS	Attention to evaluation of avoidance claims in connection with committee settlement with FOMB	1.10	500.00	550.00
07/10/21	JA	Review terms of proposed settlement.	0.30	575.00	172.50
07/11/21	JA	Receive and review Fifth Plan of Adjustment draft with respect to impact on litigation claims of UCC (4.3); confer with L. Despina (.3)	4.60	575.00	2,645.00
07/12/21	JHG	Review draft side letter provided by FOMB and analysis (1.1); conference with J. Arrastia regarding same (.8); review plan regarding same (.4).	2.30	765.00	1,759.50
07/12/21	JA	Analyze Plan revisions and comments (1.1); strategize regarding litigation claims (.9); confer with N. Bassett (.3); strategize with J. Casillas (.4); review and analyze exhibit "A" to proposed plan (1.2); review and analysis of proposed agreement with FOMB (.7)	4.60	575.00	2,645.00
07/12/21	JA	Strategize with J. Genovese regarding draft side letter agreement with FOMB (.6); strategize and confer with A. Castaldi regarding suggested edits to draft amended plan of adjustment (.8)	1.40	575.00	805.00
07/12/21	AMC	Strategize internally concerning review, analysis, and comment on draft amended plan.	0.60	375.00	225.00
07/12/21	AMC	Detailed review and analysis of draft amended plan of adjustment and propose redlines/suggested changes (3.8); strategize internally with J. Arrastia concerning the same (.8).	4.60	375.00	1,725.00
07/12/21	AMC	Review, analyze, and consider exhaustive Notice Of Agenda For Disclosure Statement Hearing On July 13-14, 2021.	0.70	375.00	262.50
07/13/21	JHG	Review and analysis for strategic purposes ECF 17278 and 17279.	0.80	765.00	612.00

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07/13/21	JHG	Review and analysis of ECF 17286 AMBAC joint status report.	0.40	765.00	306.00
07/13/21	JHG	Review and analysis of ECF 17283 disclosure statement agenda and contested matters.	1.30	765.00	994.50
07/13/21	JA	Review draft committee letter (.2); review draft of committee letter (.4)	0.60	575.00	345.00
07/13/21	AMC	Review, consider, and analyze, Informative Motion of the Oversight Board for Puerto Rico Regarding Exhibits in Connection with the Disclosure Statement Hearing, including detailed exhibit outlining the Oversight Board's reply positions in respect of numerous disclosure objections.	0.80	375.00	300.00
07/13/21	AMC	Review, consider, and analyze Motion Ambac Assurance Corporation Pursuant to Rule 3018(A) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of its Claims for Voting Purposes, and compare said relief against pending disputed matters involving Ambac, as framed by previously-filed Agenda for disclosure statement hearing.	0.30	375.00	112.50
07/14/21	JMS	Review issues related to avoidance action trust and status of avoidance claims in connection with UCC settlement.	1.70	500.00	850.00
07/14/21	AMC	Review and consideration of Fee Examiner's Status Report And Notice Regarding The Application Of Presumptive Standards To Plan Confirmation Hearing Attendance, and the UCC's Response to Status Report of Government Parties Regarding Covid-19 Pandemic and the 9019 Motion.	0.30	375.00	112.50
07/20/21	JA	Confer with client regarding tolling agreements.	0.40	575.00	230.00
07/23/21	JA	Review additional tolling agreements (.1); confer with Committee regarding tolling (.1)	0.20	575.00	115.00
07/26/21	JA	Confer with SCC regarding Tolling Agreements (.1); review Order Continuing Hearing DE 17501 (.1); review Tolling Agreement (.1)	0.30	575.00	172.50
07/27/21	JA	Review and analyze Sixth Plan of Adjustment (1.2); review and analyze Disclosure Statement (1.1)	2.30	575.00	1,322.50
07/29/21	JA	Attention to Tolling Agreement extension (.1); confer with SCC regarding outstanding Tolling Agreements (.1)	0.20	575.00	115.00
07/29/21	JMS	Attention to issues with tolling agreements.	0.80	500.00	400.00
Subtotal: B191 / General Litigation			43.20		\$23,123.50
Total			129.40		\$47,169.50

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Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	5.90	765.00	4,513.50
JMS	Jesus M Suarez	Partner	7.70	500.00	3,850.00
MGG	Mariaelena Gayo-Guitian	Partner	0.20	575.00	115.00
JA	John Arrastia	Partner	30.90	575.00	17,767.50
JAD	Joyce A Delgado	Associate	23.40	315.00	7,371.00
AMC	Angelo M Castaldi	Associate	11.30	375.00	4,237.50
JNS	Jessey N Sardina	Paralegal	3.10	75.00	232.50
CAS	Carolyn A Scavone	Paralegal	1.40	150.00	210.00
CBH	Colleen B Hopkins	Paralegal	3.70	195.00	721.50
JZ	Johana Zamora	Paralegal	40.50	195.00	7,897.50
BT	Brooke Traina	Paralegal	1.30	195.00	253.50
Total			129.40		\$47,169.50

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Copies	875.20
	Postage	210.00
07/31/2021	Data management and hosting (12272-001) Trustpoint.One 21-06839	7,157.33

Total Costs incurrent and advanced

\$8,242.53

Current Fees and Costs

\$55,412.03

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 11, 2021
Please Refer to
Invoice Number: 102465

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Aug 31, 2021	18,554.50
Costs incurred and advanced	<u>7,398.83</u>
Current Fees and Costs Due	25,953.33

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 11, 2021

Please Refer to

Invoice Number: 102465

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Aug 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
08/02/21	JZ	Receipt and review of Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 17627] (.3); Disclosure Statement for the Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 17528] (.3); Notice of Filing of Second Revised Proposed Order (i) Approving Disclosure Statement, (ii) Fixing Voting Record Date, (iii) Approving Confirmation Hearing Notice and Confirmation Schedule, (iv) Approving Solicitation Packages and Distribution Procedures, (v) Approving Forms of Ballots, and Voting and Election Procedures (vi) Approving Notice of Non-Voting Status, (vii) Fixing Voting, Election and Confirmation Deadlines, and (viii) Approving Vote Tabulation Procedures [ECF No. 17630] (.3); circulate filings; update electronic case profile (.1)	0.90	195.00	175.50
08/02/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.70	195.00	136.50
08/03/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
08/03/21	JZ	Receipt and review of Order (I) Approving Disclosure Statement and Notice of Approval of Disclosure Statement [ECF Nos. 17639 and 17643] (.2); calendar numerous deadlines and hearing dates contained in order (.6); circulate same and update electronic case profile (.1)	0.90	195.00	175.50
08/03/21	JZ	Receipt and review of Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith [ECF No. 17640] (.2); calendar numerous deadlines and hearing dates contained in order (.4); circulate same and update electronic case profile (.1)	0.70	195.00	136.50
08/03/21	JZ	Receipt and review of Agenda for the August 4-5 hearings [ECF No. 17646]; circulate same; update electronic case profile.	0.20	195.00	39.00

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08/03/21	JZ	Receipt and review of AAFAF's Status Report Regarding the Government of Puerto Rico's Recent Activities and Response to the Ongoing Covid-19 Pandemic [ECF No. 17658]; receipt and review of FOMB's Status Report in Connection with the August 4th hearing [ECF No. 17657]; circulate same; update electronic case profile.	0.50	195.00	97.50
08/04/21	JZ	Receipt and review of Debtors' Brief Summarizing Primary Proof that May be Offered in Support of Confirmation of Plan of Adjustment [ECF No. 17680] and Debtors' Debtors' Preliminary List of Witnesses to be Offered in Support of Confirmation of Plan of Adjustment [ECF No. 17679]; circulate same; update electronic case profile.	0.60	195.00	117.00
08/04/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/05/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/05/21	JZ	Receipt and review of Minute Entry for Omnibus Hearing held on 08/04/2021; circulate same; update electronic case profile.	0.20	195.00	39.00
08/06/21	JZ	Internal conference regarding deadline to file Notice of Intent to Participate in Discovery in relation to the confirmation of plan.	0.30	195.00	58.50
08/06/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
08/09/21	JZ	Receipt of Court Order staying ADV. 19-00277 pending resolution of the defendant's bankruptcy proceedings and shall be administratively closed; circulate same; update electronic case profile.	0.20	195.00	39.00
08/09/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/09/21	JZ	Receipt and review of Omnibus Motion to Stay Litigation in the Vendor Avoidance actions in ADV. 19-276; circulate same; update electronic case profile.	0.30	195.00	58.50
08/10/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/11/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
08/11/21	JZ	Receipt and review of Briefing Schedule on the Omnibus Motion to Stay Litigation in the Vendor Avoidance actions in ADV. 19-276; circulate same; calendar response deadlines; update electronic case profile.	0.30	195.00	58.50
08/12/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
08/13/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50

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08/13/21	JZ	Receipt and review of UCC's Notice of Intent to Participate in Discovery for Confirmation of Commonwealth Plan of Adjustment; internal conference regarding discovery deadlines; update electronic case profile.	0.40	195.00	78.00
08/16/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/17/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/17/21	JZ	Conference with J. Arrastia regarding billing and task codes.	0.40	195.00	78.00
08/17/21	JZ	Receipt and review of Opposition to Motion to Stay Litigation in the Vendor Avoidance Actions [ECF No. 17879] filed by Postage by Phone; circulate same; update electronic case profile.	0.40	195.00	78.00
08/18/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
08/19/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
08/20/21	JZ	Receipt and review of Reply to the Opposition to Motion to Stay Litigation in the Vendor Avoidance Actions filed by Postage by Phone[ECF No. 17907]; circulate same; update electronic case profile.	0.30	195.00	58.50
08/20/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/23/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/24/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
08/25/21	JZ	Review of each adversary proceeding to ensure all filings are electronically saved and update master tracking excel as to current status and dismissed cases/defendants and stay deadlines.	2.50	195.00	487.50
08/25/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/26/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
08/26/21	JZ	Receipt and review of the Notice Master Service List as of August 25, 2021 [ECF No. 17961]; update electronic case profile.	0.20	195.00	39.00
08/26/21	JZ	Receipt and review of Order Staying Litigation in the Vendor Avoidance actions in ADV. 19-276; circulate same; calendar tentative deadlines based on assumed confirmation of plan; update electronic case profile.	0.40	195.00	78.00
08/27/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00

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08/30/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
08/31/21	JZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
Subtotal: B110 / Case Administration			19.10		\$3,724.50
B113 / Pleadings Review					
08/02/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for July 30 through August 2, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
08/03/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 2 and August 3, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.60	315.00	819.00
08/04/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 4, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
08/05/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 5, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
08/06/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 6, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.60	315.00	504.00
08/09/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 6 through August 9, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
08/10/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 10, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00

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08/11/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 11, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
08/12/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 12, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
08/13/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 13, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.60	315.00	504.00
08/16/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August August 14 through 16, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.70	315.00	535.50
08/17/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August August 17, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
08/18/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.3); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 18, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (.8).	1.10	315.00	346.50
08/20/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 19 and 20, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.20	315.00	693.00
08/23/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 21 through 23, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00

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08/24/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 24, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
08/25/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 25, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.60	315.00	819.00
08/26/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 26, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.30	315.00	409.50
08/31/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for August 26 through August 31, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
Subtotal: B113 / Pleadings Review			30.90		\$9,733.50
B160 / Fee/Employment Applications					
08/02/21	JZ	Receipt and review of Fee Examiner's amended report on Fee Applications for consideration at the August 4th hearings [ECF No. 17622]; confirm GJB is listed; circulate report; update electronic case profile.	0.40	195.00	78.00
08/02/21	CAS	Circulate GJB's August 2021 Budget.	0.20	150.00	30.00
08/03/21	MGG	Review email from J. Arrastia re: holdbacks. Review Order awarding fees/costs and 5th Fee Application. Confer with C. Scavone regarding same.	0.40	575.00	230.00
08/03/21	BT	Review email from A. Castaldi regarding pro hac application and revise same accordingly.	0.30	195.00	58.50
08/30/21	JA	Prepare September budget.	0.60	575.00	345.00
08/30/21	JA	Revise June bills.	0.20	575.00	115.00
08/31/21	CAS	E-mail correspondence with K. Forrest, J. Arrastia and V. Soler re: holdbacks for the period September 2020 through January 2021.	0.40	150.00	60.00

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08/31/21	JZ	Conference with C. Scarvone regarding commencing preparation for forthcoming deadline to file Seventh Fee Application; retrieve and review of August budget already served and proposed September budget being revised; create electronic sub-folder for documents relating to Seventh Fee App.	0.70	195.00	136.50
Subtotal: B160 / Fee/Employment Applications			3.20		\$1,053.00
B191 / General Litigation					
08/02/21	JA	Review Seventh Amended Plan (.6); review Disclosure Statement (.8)	1.40	575.00	805.00
08/02/21	JA	Review Fee Examiner Order DE 17622 (.1); confer with SCC regarding additional Tolling Agreements (.1)	0.20	575.00	115.00
08/03/21	JA	Review Status Report (.2); review AAFAF Status Report (.1).	0.30	575.00	172.50
08/03/21	JA	Review draft Motion to Stay Vendor Adversary Proceedings.	0.20	575.00	115.00
08/04/21	JA	Review Motion to Stay Vendor Actions from SCC.	0.30	575.00	172.50
08/05/21	JHG	Review and analysis of ECF 17640 regarding discovery deadlines regarding plan confirmation.	0.90	765.00	688.50
08/06/21	JA	Attend to proposed motion and order to lift vendor stays as affecting pending litigation (.8); confer with SCC counsel (.2); review scope of order and overlapping cases (.2)	1.20	575.00	690.00
08/06/21	JA	Confer with D. Mack regarding case status.	0.20	575.00	115.00
08/08/21	JA	Review memorandum regarding Vendor Avoidance Action Stay.	0.20	575.00	115.00
08/10/21	JA	Review Order on Briefing of Vendor Stay Motion.	0.10	575.00	57.50
08/11/21	JA	Research regarding Underwriter Motion to Dismiss Lawsuit.	0.20	575.00	115.00
08/16/21	JA	Review Amended Tolling Agreements for Execution.	0.10	575.00	57.50
08/17/21	JNS	Attention to email from Jesus M Suarez attaching Fifth Amended to Tolling Agreement between the Oversight Board (Special Committee of Unsecured Creditors and Foley Lardner LLP, dated August 10,2021. Circulate executed copy of same, update case file with executed copy, update calendar deadline with new expiration date, update tracking chart.	0.40	75.00	30.00
08/19/21	TG	Receive and organize new data to be placed on review tool and prepare for attorney review.	0.50	120.00	60.00
08/23/21	JA	Review Tolling Agreement for execution.	0.10	575.00	57.50

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08/23/21	JNS	Attention to email from Jesus M Suarez attaching Fifth Amended to Tolling Agreement between the Oversight Board (Special Committee of Unsecured Creditors and OFG Bancorp, dated August 18,2021. Circulate executed copy of same, update case file with executed copy, update calendar deadline with new expiration date, update tracking chart.	0.40	75.00	30.00
08/24/21	TG	Receive and organize new data to be placed on review tool and prepare for attorney review; prepare communication to Trustpointe re: data upload instruction.	0.80	120.00	96.00
08/27/21	AMC	Reviewed and analyzed judgment of Commonwealth Court in Ambac Assurance v. Merrill Lynch, and review of Commonwealth equitable causes of action on which Ambac relied.	1.10	375.00	412.50
08/30/21	TG	Download new data received from BNP Paribas; forward to Trustpointe.One for hosting.	0.20	120.00	24.00
Subtotal: B191 / General Litigation			8.80		\$3,928.50
B260 / Meetings of and Communications with Board					
08/18/21	JA	Attend Committee conference on case issues.	0.20	575.00	115.00
Subtotal: B260 / Meetings of and Communications with Board			0.20		\$115.00
Total			62.20		\$18,554.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	0.90	765.00	688.50
MGG	Mariaelena Gayo-Guitian	Partner	0.40	575.00	230.00
JA	John Arrastia	Partner	5.50	575.00	3,162.50
JAD	Joyce A Delgado	Associate	30.90	315.00	9,733.50
AMC	Angelo M Castaldi	Associate	1.10	375.00	412.50
JNS	Jessey N Sardina	Paralegal	0.80	75.00	60.00
TG	Tricia Garcia-Montes	Paralegal	1.50	120.00	180.00
CAS	Carolyn A Scavone	Paralegal	0.60	150.00	90.00
JZ	Johana Zamora	Paralegal	20.20	195.00	3,939.00
BT	Brooke Traina	Paralegal	0.30	195.00	58.50
Total			62.20		\$18,554.50

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/31/2021	Data management and hosting (12272-001) Trustpoint.One 21-08057	7,398.83

Total Costs incurrent and advanced **\$7,398.83**

Current Fees and Costs **\$25,953.33**

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 29, 2021
Please Refer to
Invoice Number: 102743

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-001
PROMESA - Official Committee of Unsecured Creditors
PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

(Services rendered outside of Puerto Rico)

For fees for professional services for the period ending Sep 30, 2021	34,818.50
Costs incurred and advanced	<u>7,961.68</u>
Current Fees and Costs Due	42,780.18

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
Please refer all questions to Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 29, 2021

Please Refer to

Invoice Number: 102743

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / Special Conflict Counsel

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Sep 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
09/01/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
09/02/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/03/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
09/07/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
09/08/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/09/21	JNS	Review Promesa calendar for upcoming deadlines to amended tolling agreements expiring by the end of the months of September. Special attention to Banco popular tolling agreement. Circulate emails to the Promesa team attaching schedule of promesa tolling agreements and discussing status of expiring agreements.	0.20	75.00	15.00
09/09/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
09/10/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00
09/13/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/14/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.30	195.00	58.50
09/15/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.40	195.00	78.00

PROMESA - Official Committee of Unsecured Creditors
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09/16/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
09/17/21	JXZ	Receipt and review of the Urgent Motion for Leave of Court to File an Amended Adversary Complaint to correct the case caption and certain related descriptions to identify PBA as the Title III Debtor in ADV. 19-281; receipt of Notice to Withdraw said motion due to the exhibits not being filed separately [ECF No. 52]; receipt of Notice of Filing Attachment to Plaintiff's Urgent Motion for Leave of Court to file Second Amended Complaint [ECF No. 53]; circulate filings; update electronic case profile.	0.70	195.00	136.50
09/17/21	JXZ	Receipt and review of the Urgent Motion for Leave of Court to File an Amended Adversary Complaint in ADV. 19-282; receipt and review of Notice of Filing Attachment to Plaintiff's Urgent Motion for Leave of Court to file Fourth Amended Complaint [ECF No. 58]; circulate filings; update electronic case profile.	0.60	195.00	117.00
09/17/21	JXZ	Receipt and review of the Urgent Motion for Leave of Court to File an Amended Adversary Complaint in ADV. 19-280; receipt and review of Notice of Filing Attachment to Plaintiff's Urgent Motion for Leave of Court to file Fourth Amended Complaint [ECF No. 26]; circulate filings; update electronic case profile.	0.60	195.00	117.00
09/17/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/20/21	JXZ	Receipt and review of Order Canceling the November 3rd Omnibus Hearing; circulate same; update calendaring; update electronic case profile.	0.30	195.00	58.50
09/20/21	JXZ	Receipt and review of Notice Concerning October Omnibus Hearing and November Confirmation Hearing [ECF No. 18161]; circulate same; update electronic case profile.	0.20	195.00	39.00
09/20/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/21/21	JXZ	Receipt and review of the UCC's UCC's Joinder to the Official Committee of Retired Employees and it's Professionals' Motion to Compel Puerto Rico Department of Treasury to Comply with First and Second Amended Orders Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [ECF No. 18190]; circulate same; update electronic case profile.	0.20	195.00	39.00
09/21/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
09/22/21	JXZ	Attention to daily court filings; e-mail any pertinent filings.	0.50	195.00	97.50

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09/22/21	JXZ	Receipt of review of court order relating to the Urgent Motion for Leave to File Amended Complaint in ADV. 19-281 wherein the Judge requests that the Plaintiff's confirm that Appendix 3 of the complaint accurately reflects the defendants who are subject to the complaint; circulate text order; update electronic case profile.	0.30	195.00	58.50
09/22/21	JXZ	Receipt of review of court order relating to the Urgent Motion for Leave to File Amended Complaint in ADV. 19-282 wherein the Judge requests the Plaintiff's confirm that Appendix 3 of the complaint accurately reflects the defendants who are subject to the complaint; circulate text order; update electronic case profile.	0.30	195.00	58.50
09/22/21	JXZ	Receipt and review of the Order Granting Urgent Motion to Compel Puerto Rico Department of Treasury to Comply with First and Second Amended Orders Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [ECF No. 18192]; calendar deadline; circulate order; update electronic case profile.	0.20	195.00	39.00
09/23/21	JXZ	Receipt and review of the Urgent motion for Expedited Consideration of Motion to Extend the Voting Deadline [ECF No. 18215]; receipt of the Court's briefing schedule on same [ECF No. 18226]; calendar deadlines contained therein; circulate filings; update electronic case profile.	0.40	195.00	78.00
09/23/21	JXZ	Attention to daily court filings; e-mail any pertinent filings.	0.50	195.00	97.50
09/24/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/24/21	JXZ	Receipt of review of Plaintiff's Notice of Filing an updated Appendix which properly states the Defendants subject to the complaint in ADV. 19-282 wherein the Judge requests the Plaintiff's confirmation that Appendix 3 of the complaint accurately reflects the defendants who are subject to the complaint; circulate same; update electronic case profile.	0.30	195.00	58.50
09/24/21	JXZ	Receipt of review of Plaintiff's Notice of Filing an updated Appendix which properly states the Defendants subject to the complaint in ADV. 19-281 wherein the Judge requests the Plaintiff's confirmation that Appendix 3 of the complaint accurately reflects the defendants who are subject to the complaint; circulate same; update electronic case profile.	0.30	195.00	58.50
09/24/21	JXZ	Receipt and review of UCC's joinder to the voting deadline motion, along with other replies and responses thereto; circulate same; update electronic case profile.	0.40	195.00	78.00
09/27/21	JXZ	Receipt and review of Court Order allowing Plaintiff to properly re-file the amended complaint [ECF No. 57]; receipt and review of Fourth Amended Complaint with 18 separate exhibits [ECF No. 58]; download complaint and index exhibits; circulate filing and update electronic case profile.	0.70	195.00	136.50

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09/27/21	JXZ	Receipt and review of Court Order allowing Plaintiff to properly re-file the amended complaint in ADV. 19-282 [ECF No. 61]; receipt and review of Fourth Amended Complaint with 18 separate exhibits [ECF No. 62]; download complaint and index exhibits; circulate filing and update electronic case profile.	0.60	195.00	117.00
09/27/21	JXZ	Receipt and review of Court Order allowing Plaintiff to file the first amended complaint in ADV. 19-280 [ECF No. 27]; receipt and review of First Amended Complaint [ECF No. 28]; download and circulate filing and update electronic case profile.	0.50	195.00	97.50
09/27/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.60	195.00	117.00
09/28/21	JXZ	Attention to daily court filings; e-mail any pertinent filings.	0.50	195.00	97.50
09/28/21	JXZ	Receipt and review of Order Regarding Procedures for the October 6th and 7th Omnibus hearing [ECF No. 18269]; calendar deadlines contained in order; conference with J. Arrastia regarding attendance; update electronic case profile.	0.40	195.00	78.00
09/28/21	JXZ	Receipt and review of Notice Concerning October 2021 Omnibus Hearing and November 2021 Plan Confirmation Hearing [ECF No. 18276]; circulate same; calendar objection deadline; update electronic case profile.	0.30	195.00	58.50
09/29/21	JXZ	Review of daily litigation summary prepared by J. Delgado, including calendaring, and updating electronic case file.	0.50	195.00	97.50
09/29/21	JXZ	Update master excel sheet to add or remove Defendants pursuant to the recently filed amended complaints and update deadlines.	3.00	195.00	585.00
09/30/21	JXZ	Attention to daily court filings; e-mail any pertinent filings.	0.50	195.00	97.50
Subtotal: B110 / Case Administration			20.50		\$3,973.50
B113 / Pleadings Review					
09/01/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 1, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.90	315.00	283.50
09/02/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 2, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.60	315.00	504.00

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09/03/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 3, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.10	315.00	346.50
09/07/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 5 through September 7, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.70	315.00	535.50
09/08/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 8, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
09/09/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 9, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
09/10/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 10, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
09/13/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 11 through September 13, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
09/14/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 14, 2021, in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	0.80	315.00	252.00
09/15/21	JAD	Conference call with counsel for Creditors' Committee to discuss status of proceedings, pertinent litigation issues, pending motions, and budget (.2); review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 15, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary (.9).	1.10	315.00	346.50

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09/16/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 16, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.40	315.00	441.00
09/17/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 17, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
09/20/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 18 through September 20, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.80	315.00	567.00
09/21/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 21, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.70	315.00	535.50
09/24/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 24, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.20	315.00	378.00
09/27/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 25 through September 27, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	2.80	315.00	882.00
09/29/21	JAD	Review and analyze all court filings in Main Case, Title III cases, and adversary proceedings for September 29, 2021 in order to prepare digest of matters relevant to special litigation counsel, prepare digest of filings, direct paraprofessionals to calendar appropriate deadlines, and circulate summary.	1.10	315.00	346.50
Subtotal: B113 / Pleadings Review			23.20		\$7,308.00
B150 / Meetings of Creditors					
09/01/21	JXA	Attend Committee strategy conference.	0.20	575.00	115.00
09/15/21	JXA	Prepare for, attend, and present at Committee call regarding litigation issues.	0.80	575.00	460.00

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Subtotal: B150 / Meetings of Creditors			1.00		\$575.00
B160 / Fee/Employment Applications					
09/01/21	JHG	Review and analysis of letter regarding holdback.	0.70	765.00	535.50
09/02/21	JXZ	Attention to e-mail pertaining to September budget; update Fee Application sub-folder.	0.40	195.00	78.00
09/02/21	CAS	Circulate GJB September 2021 Budget.	0.30	150.00	45.00
09/13/21	JXA	Review June and July pre-bills in conformity with Fee Examiner guidelines.	0.80	575.00	460.00
09/14/21	JXZ	Receipt and review of Seventh Interim and Consolidated Semiannual Application of the Fee Examiner and Godfrey & Kah, S.C, Counsel to the Fee Examiner, for Allowance of Compensation f or Services Rendered and Reimbursement of Expenses for the Period From October 1, 2020 through March 31, 2021 [ECF No. 18117]; circulate same; update electronic case profile.	0.30	195.00	58.50
09/16/21	JXA	Attend to, calculate, and address 1.5% tax on fees.	0.80	575.00	460.00
09/16/21	CAS	Circulate GJB's October 2021 Budget.	0.30	150.00	45.00
09/16/21	JXZ	Attention to e-mail pertaining to October budget; update Fee Application sub-folder.	0.40	195.00	78.00
09/23/21	JXA	Prepare and finalize June and July fee statements (.2); communicate to Committee (.1).	0.30	575.00	172.50
09/27/21	JXA	Respond to fee examiner inquiries regarding billing.	0.30	575.00	172.50
09/29/21	JXZ	Attention to deadline to file upcoming fee application and conference with C. Hopkins regarding same.	0.40	195.00	78.00
09/29/21	CBH	Review of date of date of filing fee application; meeting with J. Zamora regarding deadline and calendaring.	0.50	195.00	97.50
Subtotal: B160 / Fee/Employment Applications			5.50		\$2,280.50
B161 / Budgeting					
09/13/21	JXA	Prepare and circulate budget for October 2021.	0.60	575.00	345.00
Subtotal: B161 / Budgeting			0.60		\$345.00
B191 / General Litigation					
09/03/21	JXA	Confer with T. Axelrod regarding PBA Amendment to AP 280.	0.20	575.00	115.00

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09/08/21	JMS	Extensive review of PBA issue re underwriter complaint and research related to same (3.2); calls with SCC counsel re same (.9) draft memo to UCC re same (.7)	4.90	500.00	2,450.00
09/08/21	JMS	Confer and strategize with A. Castaldi regarding proposed amendments to Adv.	0.40	500.00	200.00
09/08/21	AMC	Confer with J. Suarez concerning proposed amendments in certain adversary proceedings (.4) and, in conjunction therewith, conduct detailed review and analysis of exhaustive original complaint filed in Adv. Proc. 19-280, among others (1.2).	1.60	375.00	600.00
09/08/21	AMC	Conduct legal research concerning recent opinions analyzing s. 546's safe harbor provision.	1.40	375.00	525.00
09/08/21	TGM	Receive new e-discovery from BNP Paribas; prepare communication to Trustpoint with upload instruction.	0.20	120.00	24.00
09/09/21	JMS	Continue review of PBA issue re underwriter complaint and research related to same (2.6); calls with SCC counsel re same (.6) and follow up re same (.4)	3.60	500.00	1,800.00
09/10/21	JMS	Review of Monoline insurance litigation (spanish pleadings) concerning impact on underwriter claims (1.8); review issues concerning Banco Popular and tolling agreements (.8)	2.60	500.00	1,300.00
09/10/21	AMC	Review and analyze pleadings and filings concerning plan confirmation and confirmation discovery	0.70	375.00	262.50
09/13/21	JXA	Review proposed motion and letter to Clawback Defendants (.4); strategize with J. Suarez regarding amendments to AP 280 (.6); email correspondence to T. Axelrod regarding proposed amendments (.2); confer with N. Basset regarding consistency of amendments (.2).	1.40	575.00	805.00
09/14/21	JXA	Review proposed amendments to Complaints.	0.80	575.00	460.00
09/14/21	JMS	Continued attention to amendment of PBA pleadings with respect to Underwriter Litigation and other avoidance claims.	1.70	500.00	850.00
09/15/21	JMS	Continued extensive review of monoline pleadings (in spanish) in relation to underwriter litigation.	4.20	500.00	2,100.00
09/17/21	AMC	Review and analyze FOMB limine briefing concerning consistency between Plan of Adjustment and fiscal plan	0.30	375.00	112.50
09/20/21	JMS	Attention to EY/Nixon Peabody tolling agreements (.8); review issues concerning underwriter litigation and PBA amendment (1.2)	2.00	500.00	1,000.00
09/20/21	JXA	Attend to executing additional tolling agreements.	0.30	575.00	172.50
09/20/21	JXA	Review court orders regarding Omnibus Hearings.	0.10	575.00	57.50

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09/20/21	JNS	Review email from counsel at BrownRudnick regarding amended tolling agreements with the nine tolled parties where the PBA has a potential underwriter claim to incorporate the PBA in the debtor definition. Print agreements for counsel's signature, save executed copies in the case file, update tracking chart and expiration calendar entries with amended copies, circulate executed copies.	0.90	75.00	67.50
09/21/21	JMS	Continued extensive review of monoline pleadings (in spanish) and provide analysis to J. Arrastia in support of underwriter litigation.	3.20	500.00	1,600.00
09/21/21	AMC	Conduct legal research concerning "good faith" defense under fraudulent transfer law.	1.10	375.00	412.50
09/22/21	JMS	Confer and strategize with J. Arrastia regarding Vendor Avoidance Actions.	0.70	500.00	350.00
09/22/21	JXA	Review Notice of Omnibus and Plan Confirmation hearing (.1); review Vendor Action Litigation Recommendations (.2); review correspondence regarding Tolling Agreements (.1); strategize with J. Suarez regarding Vendor Avoidance Recommendations (.7)	1.10	575.00	632.50
09/22/21	JNS	Attention to email from counsel at BrownRudnick, print review and pass to attorney Jesus M. Suarez for review and signature the amendments to tolling agreements for First Bank and McConnell Valdes. Update case file, tracking chart and calendar events. Circulate executed agreement to counsel.	0.40	75.00	30.00
09/23/21	JMS	Attention to remaining issues concerning amendment of complaints to address PBA issues.	1.40	500.00	700.00
09/23/21	JXA	Review correspondence from SCC and corrected Appendix to AP 281, et. seq.	0.20	575.00	115.00
09/23/21	JXA	Confer and strategize with J. Suarez regarding Monoline Commonwealth case issues as it relates to Underwriter Complaint.	1.10	575.00	632.50
09/27/21	JMS	Review issues concerning expiring tolling agreements .	0.80	500.00	400.00
09/27/21	JXA	Review Order in AP 281 [DE 57] (.1); review Informative Motion in AP 282 [DE 60] (.1); review court order in AP 282 [DE 61] (.1)	0.30	575.00	172.50
09/29/21	AMC	Review and analyze pleadings and filings concerning putative extension of voting and solicitation deadlines	0.40	375.00	150.00
09/29/21	JNS	Attention to email from counsel at BrownRudnick, print review and pass to attorney Jesus M. Suarez for review and signature the amended tolling agreements for Banco Popular de Puerto Rico. Update case file, tracking chart and calendar events. Circulate executed agreement to counsel.	0.30	75.00	22.50

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09/30/21	JMS	Review notice of intent to participate in plan discovery by Goldman Sachs (GS) (.3); review issues relating to underwriter litigation concerning GS (.6); research plan discovery deadlines (.7); research impact of potential involvement by GS in plan discovery deadlines and draft memo to J. Arrastia, litigation team, and devise response strategy (1.8).	3.40	500.00	1,700.00
09/30/21	JXA	Attention to underwriter discovery and analysis of potential impact on underwriter litigation.	0.90	575.00	517.50
Subtotal: B191 / General Litigation			42.60		\$20,336.50
Total			93.40		\$34,818.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	0.70	765.00	535.50
JMS	Jesus M Suarez	Partner	28.90	500.00	14,450.00
JXA	John X Arrastia	Partner	10.20	575.00	5,865.00
JAD	Joyce A Delgado	Associate	23.20	315.00	7,308.00
AMC	Angelo M Castaldi	Associate	5.50	375.00	2,062.50
JNS	Jessey N Sardina	Paralegal	1.80	75.00	135.00
TGM	Tricia Garcia-Montes	Paralegal	0.20	120.00	24.00
CAS	Carolyn A Scavone	Paralegal	0.60	150.00	90.00
CBH	Colleen B Hopkins	Paralegal	0.50	195.00	97.50
JXZ	Johana Zamora	Paralegal	21.80	195.00	4,251.00
Total			93.40		\$34,818.50

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Pacer - Online Research	772.90
09/30/2021	Data management and hosting (12272-001) Trustpoint.One 21-09448	7,188.78

Total Costs incurrent and advanced **\$7,961.68**

Current Fees and Costs **\$42,780.18**

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021
Please Refer to
Invoice Number: 102243

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Jun 30, 2021

30,047.00

Costs incurred and advanced

446.60

Current Fees and Costs Due

30,493.60

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

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Wiring and ACH Instructions:

Bank Name: City National Bank

Bank Telephone: 305-447-1899

Account Name: Genovese Joblove & Battista, P.A. - Operating

Routing Number : 066004367

Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor

Miami, Florida 33131

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Genovese Joblove & Battista, P.A.

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021

Please Refer to

Invoice Number: 102243

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jun 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
06/17/21	JZ	Receipt and review of Minutes of Proceedings of yesterday's omnibus hearings; the Motion to Dismiss Counts I and II of Plaintiffs' Second Amended Complaint filed in ADV 20-115 will be taken under advisement; circulate same; update electronic case profile.	0.30	195.00	58.50
06/24/21	JZ	Receipt and review of Memorandum Opinion and Order regarding Motion to Dismiss Counts I and II of Plaintiffs' Second Amended Complaint entered in ADV 20-115; circulate order; conference with J. Arrastia regarding same; update electronic case profile.	0.60	195.00	117.00
Subtotal: B110 / Case Administration			0.90		\$175.50
B150 / Meetings of Creditors					
06/23/21	JA	Prepare communication to Committee regarding court order.	0.30	575.00	172.50
06/24/21	JA	Communicate with Committee regarding Court Order.	0.40	575.00	230.00
Subtotal: B150 / Meetings of Creditors			0.70		\$402.50
B191 / General Litigation					
06/02/21	JMS	Review issues and provide input concerning oral argument in -115 matter.	2.70	500.00	1,350.00
06/02/21	JA	Confer with J. Suarez regarding oral argument.	1.70	575.00	977.50
06/04/21	JMS	Continued review of issues and provide input concerning oral argument in -115 matter.	2.20	500.00	1,100.00
06/04/21	JA	Confer and strategize with J. Suarez.	0.90	575.00	517.50

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102243

Page 2

06/09/21	JA	Review correspondence with opposing counsel (.1); review procedures order (.1); consider and analyze oral argument materials (.9)	1.10	575.00	632.50
06/11/21	JA	Prepare Motion to Inform as to oral argument (.1); strategize with A. Castaldi on argument (.2); Re-review case law cited in briefing (2.3); Re-review filings and arguments in anticipation of preparing arguments (2.1)	4.70	575.00	2,702.50
06/11/21	JMS	Research and provide analysis in support of oral argument on MTD in -115 case.	1.80	500.00	900.00
06/11/21	AMC	Review and analyze most-recently circulated agenda of items for consideration by the Honorable Judge Swain concerning upcoming omnibus hearing, and prepare, revise, and finalize motion concerning the same, and attend to several communications internally and with co-counsel concerning said motion	1.80	375.00	675.00
06/11/21	AMC	In conjunction with upcoming hearing on dismissal briefing, review and compare core arguments raised by FOMB and Committee in original moving papers concerning Article III justiciability issues, review central cases pertaining thereto, and begin consideration of potential points for oral argument	1.90	375.00	712.50
06/14/21	JA	Strategize with M. Friedman and A. Castaldi (.6); confer with L. Rappaport (.3); prepare for oral argument (2.2); confer with A. Castaldi regarding briefing materials (1.1)	4.20	575.00	2,415.00
06/14/21	MAF	Conference with Castaldi regarding outline of arguments for oral argument (0.5); call with J Arrastia and Castaldi regarding same (0.6)	1.10	550.00	605.00
06/14/21	AMC	Detailed preparation for upcoming omnibus hearing, with particular reference to the UCC's briefing on motion to dismiss and joinder thereto (3.7); strategize 2x with J. Arrastia (1.7)	5.40	375.00	2,025.00
06/15/21	JA	Prepare for and revise oral argument as to Motion to Dismiss including re-review of relevant materials (3.3); prepare outline (1.6); confer with M. Friedman (.4)	5.30	575.00	3,047.50
06/15/21	MAF	Review and analyze oral argument outline as revised by J Arrastia (.3); review of briefs in connection with the same (1.1); consider potential revisions and propose them to Arrastia and Castaldi (.4)	1.80	550.00	990.00
06/15/21	AMC	Detailed preparation for upcoming omnibus hearing, with particular reference to the UCC's briefing on motion to dismiss and joinder thereto (2.3); confer with J. Arrastia and M. Friedman (.4)	2.70	375.00	1,012.50
06/16/21	JA	Prepare for oral argument on Motion to Dismiss.	1.80	575.00	1,035.00
06/16/21	JA	Attend and argue at Omnibus Hearing.	1.20	575.00	690.00
06/16/21	JMS	Review issues related to oral argument on -115 stay matter and analysis of next steps.	1.50	500.00	750.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102243

Page 3

06/16/21	MAF	Attend omnibus hearing to hear argument on motion to dismiss class plaintiffs' counts I and II (1.3)	1.30	550.00	715.00
06/16/21	AMC	Prepare for and attend omnibus hearing concerning, inter alia, dismissal briefing in 20-115, Adv. Proc.	1.30	375.00	487.50
06/24/21	JHG	Review and extensive analysis of Marrero action, motion to dismiss and order and evaluate strategic issues.	3.30	765.00	2,524.50
06/24/21	JA	Review and analyze Court Order in AP 115 (.8); confer with FOMB counsel (.1)	0.90	575.00	517.50
06/24/21	JA	Strategize regarding impact of order in AP 115 on AP 388 (.6); review case file and interplay of orders in both cases (1.1)	1.70	575.00	977.50
06/24/21	MAF	Review and analyze order granting motion to dismiss (0.6)	0.60	550.00	330.00
06/28/21	JHG	Review Marrero status and strategize regarding further pursuit of PREPA Fuel Oil case.	1.80	765.00	1,377.00
Subtotal: B191 / General Litigation			54.70		\$29,066.50
B260 / Meetings of and Communications with Board					
06/08/21	JA	Confer with Proskauer regarding arguments	0.20	575.00	115.00
06/14/21	JA	Confer with Proskauer regarding argument	0.30	575.00	172.50
06/30/21	JA	Confer with FOMB counsel regarding remanding court in AP 00115.	0.20	575.00	115.00
Subtotal: B260 / Meetings of and Communications with Board			0.70		\$402.50
Total			57.00		\$30,047.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JHG	John H Genovese	Sr. Partner	5.10	765.00	3,901.50
JMS	Jesus M Suarez	Partner	8.20	500.00	4,100.00
MAF	Michael A Friedman	Partner	4.80	550.00	2,640.00
JA	John Arrastia	Partner	24.90	575.00	14,317.50
AMC	Angelo M Castaldi	Associate	13.10	375.00	4,912.50
JZ	Johana Zamora	Paralegal	0.90	195.00	175.50
Total			57.00		\$30,047.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Pacer - Online Research	396.60

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102243

Page 4

06/16/2021	Court Solutions (12272-002) American Express XXXX-XXXXXX6-41002	50.00
Total Costs incurrent and advanced		\$446.60
Current Fees and Costs		\$30,493.60

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 15, 2021
Please Refer to
Invoice Number: 102258

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Jul 31, 2021

3,529.50

Costs incurred and advanced

Current Fees and Costs Due

3,529.50

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Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

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Genovese Joblove & Battista, P.A.
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Miami, Florida 33131

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PROMESA - Official Committee of Unsecured Creditors

September 15, 2021

Please Refer to

Invoice Number: 102258

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jul 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
07/13/21	JZ	Receipt and review of UCC's Response to Status Report of Government Parties Regarding COVID-19 Pandemic and 9019 Motion; circulate same; update electronic case profile.	0.30	195.00	58.50
07/15/21	JZ	Receipt and review of Order Scheduling Briefing of Requests Concerning the Status Report of the Government Parties Regarding the COVID-19 Pandemic and the 9019 Motion; calendar deadlines in order; circulate same; update electronic case profile.	0.30	195.00	58.50
Subtotal: B110 / Case Administration			0.60		\$117.00
B191 / General Litigation					
07/09/21	JMS	Review issues relating to prosecution of fuel oil claims post Marrero decision.	1.60	500.00	800.00
07/23/21	MAF	Strategize with J. Arrastia regarding co-plaintiff coordination (0.4); attend call with Brown Rudnick regarding same (0.7); follow up conference with Arrastia and Castaldi (0.2); further follow up call with Arrastia regarding global strategy and next steps (0.1).	1.30	550.00	715.00
07/23/21	JA	Review case file and prepare for strategy conference with SCC counsel regarding AP 388 (1.1); confer with SCC counsel (.7); confer with FOMB counsel (.1); strategize with M. Friedman (.4)	2.30	575.00	1,322.50
07/26/21	JA	Review correspondence from SCC regarding communication with defendants.	0.10	575.00	57.50
Subtotal: B191 / General Litigation			5.30		\$2,895.00
B260 / Meetings of and Communications with Board					
07/14/21	JA	Prepare for and confer with L. Rappaport and M. Firestein regarding coordination.	0.60	575.00	345.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102258

Page 2

07/16/21	JA	Follow up from L. Rappaport regarding case strategy.	0.10	575.00	57.50
07/22/21	JA	Confer with SCC counsel and FOMB counsel regarding AP 115 and APB 88 strategy.	0.20	575.00	115.00
Subtotal: B260 / Meetings of and Communications with Board			0.90		\$517.50
Total			6.80		\$3,529.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JMS	Jesus M Suarez	Partner	1.60	500.00	800.00
MAF	Michael A Friedman	Partner	1.30	550.00	715.00
JA	John Arrastia	Partner	3.30	575.00	1,897.50
JZ	Johana Zamora	Paralegal	0.60	195.00	117.00
Total			6.80		\$3,529.50

Current Fees and Costs

\$3,529.50

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 11, 2021
Please Refer to
Invoice Number: 102466

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Aug 31, 2021

7,639.50

Costs incurred and advanced

Current Fees and Costs Due

7,639.50

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FOR PROFESSIONAL SERVICES RENDERED
for the period ending Aug 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
08/02/21	MAF	Attend pre-conference call with FOMB counsel regarding upcoming conference with class counsel regarding resuming litigation and stay lift motion (0.4); attend conference with class plaintiffs regarding the foregoing (0.4); emails among co-plaintiff group and internal Committee group regarding scheduling meet and confer (0.2).	1.00	550.00	550.00
08/03/21	MAF	Further emails among co-plaintiff group and defendant group regarding scheduling meet and confer (0.2).	0.20	550.00	110.00
Subtotal: B110 / Case Administration			1.20		\$660.00
B120 / Asset Analysis and Recovery					
08/05/21	MAF	Attend phone conference with defense group regarding stay relief, etc.	0.50	550.00	275.00
Subtotal: B120 / Asset Analysis and Recovery			0.50		\$275.00
B191 / General Litigation					
08/02/21	JA	Confer with SCC regarding case issues (.4); confer with Catesby Jones parties (.4); confer with FOMB counsel (.2); confer with SCC counsel (.3)	1.30	575.00	747.50
08/02/21	AMC	Prepare for and attend conference call with counsel for Marrero Plaintiffs, and, inter alia, review and analyze prior Order of the Honorable Judge Dein concerning intervention and related issues in conjunction with said preparation.	0.70	375.00	262.50
08/05/21	JA	Confer with Fuel Oil defendants regarding lift and stay of AP 388 (.6); confer with Proskauer regarding claims against FOMB (.2).	0.80	575.00	460.00
08/05/21	JMS	Research in support of proposal to lift stay and litigate initial claims in 388 action, review issues with tolling agreements.	2.30	500.00	1,150.00

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102466

Page 2

08/05/21	JA	Review AP 115 and AP 388 in anticipation of call with all defense counsel (.9); conduct call with all defense counsel (.5); confer with Larry Rappaport regarding Vitol Action and interplay with AP 388 (.2)	1.60	575.00	920.00
08/05/21	AMC	Prepare for and attend conference call among UCC, co-plaintiffs, and certain defendants in Case No. 19-388.	0.80	375.00	300.00
08/11/21	AMC	Review and analysis of filings in National Public Finance v. UBS Financial Services, pending in Commonwealth court.	1.20	375.00	450.00
08/11/21	AMC	Prepare follow-up e-mail to opposing counsel in 19-388 concerning summary of prior call with other defendants' counsel.	0.20	375.00	75.00
08/18/21	JA	Conference call with Fuel Oil defendants.	0.40	575.00	230.00
08/18/21	JA	Confer and strategize with L. Rappaport regarding lift and stay issues.	0.30	575.00	172.50
08/19/21	JMS	Review issues concerning tolling agreements (1.3) and prosecution of AP 388 (1.6)	2.90	500.00	1,450.00
08/20/21	TG	Prepare communication to Trustpointe. One re: request for upload of new data with corresponding instruction.	0.10	120.00	12.00
08/30/21	JA	Confer with L. Rappaport regarding status of Commonwealth case as it relates to AP 388.	0.20	575.00	115.00
08/31/21	JA	Confer with co-plaintiff counsel regarding scheduling and briefing schedule (.2); confer with L. Rappaport regarding Vitol status (.1)	0.30	575.00	172.50
Subtotal: B191 / General Litigation			13.10		\$6,517.00
B260 / Meetings of and Communications with Board					
08/02/21	AMC	Conference call with special claims committee and counsel for the Financial Oversight Management Board.	0.50	375.00	187.50
Subtotal: B260 / Meetings of and Communications with Board			0.50		\$187.50
Total			15.30		\$7,639.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JMS	Jesus M Suarez	Partner	5.20	500.00	2,600.00
MAF	Michael A Friedman	Partner	1.70	550.00	935.00
JA	John Arrastia	Partner	4.90	575.00	2,817.50
AMC	Angelo M Castaldi	Associate	3.40	375.00	1,275.00
TG	Tricia Garcia-Montes	Paralegal	0.10	120.00	12.00
Total			15.30		\$7,639.50

PROMESA - Official Committee of Unsecured Creditors

Page 3

12272-002

Invoice No. 102466

Current Fees and Costs

\$7,639.50

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 29, 2021

Please Refer to

Invoice Number: 102744

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-002

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Sep 30, 2021

15,293.00

Costs incurred and advanced

342.80

Current Fees and Costs Due

15,635.80

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Bank Telephone: 305-447-1899

Account Name: Genovese Joblove & Battista, P.A. - Operating

Routing Number : 066004367

Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor

Miami, Florida 33131

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Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 29, 2021

Please Refer to

Invoice Number: 102744

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / PREPA Adversary - Puerto Rico Electric Power Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Sep 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
09/17/21	JXZ	Receipt and review of text order requiring parties to meet and confer and file a joint status report informing the Court of the status of the litigation and their positions on the management entered in the Jones adversary case (20-115); calendar deadline; update electronic case profile.	0.20	195.00	39.00
09/29/21	JXZ	Receipt and review of the Informative Motion Regarding Adjournment of Hearing on PREPA's Omnibus Motion Authorizing PREPA to Reject Certain PPOAs [ECF No. 18272] and the Reply in Support of PREPA's Assumption of Power Purchase Operating Agreements [ECF No. 18300]; circulate same; update electronic case profile.	0.40	195.00	78.00
09/30/21	JXZ	Receipt and review of Notice of Dismissal of Adversary filed by Plaintiff in ADV 20-115; circulate same; update electronic case profile.	0.30	195.00	58.50
Subtotal: B110 / Case Administration			0.90		\$175.50
B191 / General Litigation					
09/02/21	JXA	Confer with L. Rappaport regarding lift stay.	0.20	575.00	115.00
09/03/21	JXA	Confer with co-plaintiff counsel regarding lift stay process.	0.30	575.00	172.50
09/07/21	AMC	Conduct extensive legal research of bankruptcy authorities concerning challenges to insolvency allegations at the motion to dismiss stage in anticipation of lift stay.	4.30	375.00	1,612.50
09/08/21	AMC	Conduct legal research concerning applicability of unclean hands / in pari delicto doctrines.	1.80	375.00	675.00
09/13/21	JXA	Email to defendants regarding briefing schedule (.2); revise Joint Motion and draft Order to Lift Stay (1.3); email correspondence to counsel for SCC regarding litigation strategy (.2)	1.70	575.00	977.50

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102744

Page 2

09/14/21	AMC	Conduct extensive legal research concerning standards governing intentional fraudulent transfers under s. 548(a)(1) (A) and availability of remedies under s. 550 with respect to claims against defendants.	2.40	375.00	900.00
09/15/21	AMC	Conduct significant legal research of recent bankruptcy cases analyzing the Safe Harbor Provision of s. 546, and prepare internal working memo concerning the same regarding anticipated claims.	1.40	375.00	525.00
09/15/21	AMC	Conduct substantial legal research concerning pleadings requirements vis-à-vis Chapter 5 claims and related legal research concerning insolvency requirements vis-à-vis constructive fraudulent transfer claims, and prepare working legal memorandum concerning the same in anticipation of Motions to Dismiss.	3.90	375.00	1,462.50
09/16/21	JXA	Review and revise proposed motion and order (.4); confer with SCC regarding motion (.1); draft email to Vitol counsel regarding stay (.1); confer with SCC counsel (.2); strategize as to lift stay and process (.4).	1.20	575.00	690.00
09/17/21	JXA	Email to Larry Rappaport regarding status of AP 115 (.2); email to Vitol counsel regarding status (.2); review correspondence from L. Rappaport (.2); review proposed motion (.4); review court order in AP 115 (.1); confer with M. Firestein (.1)	1.20	575.00	690.00
09/20/21	JXA	Confer with L. Rappaport (.1); email with D. D'Aquila regarding motion (.1); review email correspondence from L. Rappaport (.1); review email and revision from D. D'Aquila (.4); external email from L. Rappaport (.2)	0.90	575.00	517.50
09/21/21	JXA	Review revised Motion to Lift Stay (.3); confer with SCC counsel (.1); confer with Larry Rappaport (.1)	0.50	575.00	287.50
09/22/21	JXA	Prepare correspondence to defendants (.2); prepare correspondence to Vitol defendants (.1); confer with SCC and PREPA counsel (.1); confer regarding meeting with Marrero class plaintiffs (.1)	0.50	575.00	287.50
09/23/21	JXA	Confer with SCC counsel regarding Marrero plaintiffs.	0.10	575.00	57.50
09/24/21	JXA	Review defendants revisions to draft motion (.3); confer with L. Rappaport (.2); confer with D. D'Aquila (.1)	0.60	575.00	345.00
09/24/21	JMS	Attention to Vitol lift stay issues (.7) and litigation of motion to dismiss briefing (.5)	1.30	500.00	650.00
09/27/21	JXA	Email correspondence to defendants regarding proposed motion (.1); revised proposed order (.3); confer with Catesby Jones counsel (.1); confer with L. Rappaort (.2); review Order in AP 453 and analyze for impact on AP 388 (.9)	1.60	575.00	920.00
09/27/21	AMC	Detailed review and analysis of Order and Opinion of the Honorable Judge Swain concerning motions for summary judgment in Case 19-453 and cross-reference same against parties' competing summary judgment submissions.	2.10	375.00	787.50

PROMESA - Official Committee of Unsecured Creditors
12272-002
Invoice No. 102744

Page 3

09/28/21	JXA	Review email correspondence from D. D'Aquila regarding contemplated revisions (.1); revise, draft and prepare correspondence (.2); review and edit proposed motion and order (.3); confer with L. Rappaport (.2)	0.80	575.00	460.00
09/28/21	AMC	Research concerning impact of judgment and determination in prior commonwealth litigation on unrelated post-petition claims.	1.80	375.00	675.00
09/29/21	JXA	Email correspondence from defense counsel regarding proposed order (.1); confer with L. Rappaport regarding Catesby Jones plaintiff class status in AP 115 (.1)	0.20	575.00	115.00
09/29/21	JMS	Review and advise litigation team concerning issues relating to briefing in PREPA / Fuel oil adversary and summary judgment of vitol claims.	1.40	500.00	700.00
09/30/21	JXA	Receive and review Notice of Voluntary Dismissal (.1); revise joint motion to reflect additional comments (.1); review and analyze Vitol and Prepa Cross Motion for Summary Judgment and Order in AP 453 (2.4)	2.60	575.00	1,495.00
Subtotal: B191 / General Litigation			32.80		\$15,117.50
Total			33.70		\$15,293.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JMS	Jesus M Suarez	Partner	2.70	500.00	1,350.00
JXA	John X Arrastia	Partner	12.40	575.00	7,130.00
AMC	Angelo M Castaldi	Associate	17.70	375.00	6,637.50
JXZ	Johana Zamora	Paralegal	0.90	195.00	175.50
Total			33.70		\$15,293.00

Costs and incurrent and advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Pacer - Online Research	342.80
Total Costs incurrent and advanced		\$342.80
Current Fees and Costs		\$15,635.80

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021
Please Refer to
Invoice Number: 102244

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the
~~Government - Commonwealth of Puerto Rico~~

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-003

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the Government
Commonwealth of Puerto Rico

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Jun 30, 2021

387.00

Costs incurred and advanced

Current Fees and Costs Due

387.00

We encourage our clients to pay via ACH, however, in the event that you pay by check, please send payment to the remittance address below:

TO PROTECT AGAINST FRAUD, the Firm will not change its wiring instructions via email. We strongly encourage clients to confirm any change in wiring instructions by contacting Ken Forrest @ 305-349-2312 or via email @ kforrest@gjb-law.com and requesting written and verbal confirmation.

Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

For payment, please reference the invoice, client and matter number(s) being paid.
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100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021

Please Refer to

Invoice Number: 102244

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the Government Commonwealth of Puerto Rico

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jun 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
06/01/21	JZ	Finalize Notice of Dismissal of Defendant 2M in adversary 19-361; e-mail same to J. Casilla's office for approval.	0.30	195.00	58.50
06/02/21	JZ	Receipt of e-mail from J. Casilla's office consenting to the filing of the Notice of Dismissal of Defendant 2M in adversary 19-361; file notice; update electronic case profile.	0.40	195.00	78.00
06/09/21	JZ	Receipt and review of Notice of Voluntary Dismissal as to certain Defendants in ADV 19-356; circulate same; update electronic case profile.	0.40	195.00	78.00
Subtotal: B110 / Case Administration			1.10		\$214.50
B191 / General Litigation					
06/08/21	JA	Attention to Dismissal of AP 282 and AP 356.	0.20	575.00	115.00
06/15/21	JA	Review suggestion of bankruptcy.	0.10	575.00	57.50
Subtotal: B191 / General Litigation			0.30		\$172.50
Total			1.40		\$387.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JA	John Arrastia	Partner	0.30	575.00	172.50
JZ	Johana Zamora	Paralegal	1.10	195.00	214.50
Total			1.40		\$387.00

PROMESA - Official Committee of Unsecured Creditors

Page 2

12272-003

Invoice No. 102244

Current Fees and Costs

\$387.00

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 15, 2021
Please Refer to
Invoice Number: 102259

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the
~~Government - Commonwealth of Puerto Rico~~

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-003

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the Government
Commonwealth of Puerto Rico

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Jul 31, 2021

1,306.00

Costs incurred and advanced

Current Fees and Costs Due

1,306.00

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Wiring and ACH Instructions:

Bank Name: City National Bank
Bank Telephone: 305-447-1899
Account Name: Genovese Joblove & Battista, P.A. - Operating
Routing Number : 066004367
Account Number : 30000160777

Remittance Address:

Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

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Genovese Joblove & Battista, P.A.

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 15, 2021

Please Refer to

Invoice Number: 102259

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the Government - Commonwealth of Puerto Rico

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jul 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
07/12/21	JZ	Receipt and review of ERS's Fifth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 1174] and the Disclosure Statement for the Fifth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico [ECF No. 1175]; circulate same; update electronic case profile.	0.50	195.00	97.50
07/27/21	JZ	Receipt and review of FOMB's Informative Motion regarding Regarding Order Establishing Preliminary Confirmation Submission and Discovery Procedures; circulate same; update electronic case profile.	0.30	195.00	58.50
Subtotal: B110 / Case Administration			0.80		\$156.00
B191 / General Litigation					
07/21/21	JMS	Review issues concerning expiring tolling agreements (.8) and preservation of claims for committee in amended plan (1.5)	2.30	500.00	1,150.00
Subtotal: B191 / General Litigation			2.30		\$1,150.00
Total			3.10		\$1,306.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JMS	Jesus M Suarez	Partner	2.30	500.00	1,150.00
JZ	Johana Zamora	Paralegal	0.80	195.00	156.00
Total			3.10		\$1,306.00

Current Fees and Costs

\$1,306.00

Genovese Joblove & Battista, P.A.

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 11, 2021
Please Refer to
Invoice Number: 102467

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the
~~Government - Commonwealth of Puerto Rico~~

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-003

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the Government
Commonwealth of Puerto Rico

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Aug 31, 2021

78.00

Costs incurred and advanced

Current Fees and Costs Due

78.00

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Routing Number : 066004367
Account Number : 30000160777

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Genovese Joblove & Battista, P.A.
100 Southeast Second Street, 44th Floor
Miami, Florida 33131

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Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

October 11, 2021

Please Refer to

Invoice Number: 102467

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / ERS Litigation - Employees Retirement System of the
~~Government Commonwealth of Puerto Rico~~

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Aug 31, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
08/02/21	JZ	Receipt and review of Notice of Filing of Third Revised Proposed Order (i) Approving Disclosure Statement, (ii) Fixing Voting Record Date, (iii) Approving Confirmation Hearing Notice and Confirmation Schedule, (iv) Approving Solicitation Packages and Distribution Procedures, (v) Approving Forms of Ballots, and Voting and Election Procedures (vi) Approving Notice of Non-Voting Status, (vii) Fixing Voting, Election and Confirmation Deadlines, and (viii) Approving Vote Tabulation Procedures [ECF No. 1200] filed in the ERS matter (.3); circulate same; update electronic case profile (.1)	0.40	195.00	78.00
Subtotal: B110 / Case Administration			0.40		\$78.00
Total			0.40		\$78.00

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JZ	Johana Zamora	Paralegal	0.40	195.00	78.00
Total			0.40		\$78.00

Current Fees and Costs

\$78.00

Genovese Joblove & Battista, P.A.

100 Southeast Second Street, 44th Floor
Miami, Florida 33131
Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021
Please Refer to
Invoice Number: 102245

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / HTA Litigation - Puerto Rico Highways & Transportation Authority

SUMMARY / REMITTANCE COPY

Client/Matter # 12272-004

PROMESA - Official Committee of Unsecured Creditors

PROMESA: Official Committee of Unsecured Creditors / HTA Litigation - Puerto Rico Highways & Transportation Authority

(Services rendered outside of Puerto Rico)

For fees for professional services
for the period ending Jun 30, 2021

58.50

Costs incurred and advanced

Current Fees and Costs Due

58.50

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Routing Number : 066004367
Account Number : 30000160777

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Telephone (305) 349-2300 Facsimile (305) 349-2310
Employer ID# 65-0518134

PROMESA - Official Committee of Unsecured Creditors

September 14, 2021

Please Refer to

Invoice Number: 102245

Attn:

GJB Tax ID No. 65-0518134

Re: PROMESA: Official Committee of Unsecured Creditors / HTA Litigation - Puerto Rico Highways & Transportation
Authority

FOR PROFESSIONAL SERVICES RENDERED
for the period ending Jun 30, 2021

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
B110 / Case Administration					
06/15/21	JZ	Receipt and review of the Fourth Supplemental Verified Statement of the Ad Hoc Group of Noteholders of FGIC-Insured Notes; circulate same; update electronic case profile.	0.30	195.00	58.50
Subtotal: B110 / Case Administration			0.30		\$58.50
Total			0.30		\$58.50

Timekeeper Summary

<u>ID</u>	<u>Timekeeper Name</u>	<u>Title</u>	<u>BillHours</u>	<u>BillRate</u>	<u>BillAmount</u>
JZ	Johana Zamora	Paralegal	0.30	195.00	58.50
Total			0.30		\$58.50

Current Fees and Costs

\$58.50

SCHEDULE 3

PROPOSED ORDER

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

**PROMESA
Title III**

No. 17 BK 3283-LTS

(Jointly Administered)

**ORDER GRANTING SEVENTH INTERIM FEE APPLICATION OF GENOVESE
JOBLOVE & BATTISTA, P.A. AS SPECIAL LITIGATION COUNSEL TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
FOR PERIOD FROM JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

Upon consideration of the Seventh Interim Fee Application (the “Application”)² of Genovese Joblove & Battista, P.A. (“GJB”), as special litigation counsel to the Official Committee of Unsecured Creditors of all Title III Debtors (the “Committee”)³, for an order pursuant to sections 316 and 317 of PROMESA, section 503(b) of the Bankruptcy Code made applicable to these cases by section 301(a) of PROMESA, Bankruptcy Rule 2016, and Local Rule 2016-1, for allowance of

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

³ The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

compensation and reimbursement of expenses for the period from June 1, 2021 through September 30, 2021, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Application and the relief requested therein pursuant to section 306(a) of PROMESA; (ii) venue is proper before this Court pursuant to section 307(a) of PROMESA; (iii) due and proper notice of the Application has been provided under the particular circumstances and no other or further notice need be provided; (iv) any objections to the Application having been resolved; (v) all persons with standing having been afforded the opportunity to be heard on the Application; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED THAT:**

1. The Application is granted on an interim basis.
2. GJB's claim for fees and expenses for services rendered during the Application Period and reimbursement for actual and necessary expenses incurred during the Application Period are hereby allowed in the amounts of \$204,609.00 and \$33,089.07 respectively.
3. To the extent the amounts described in paragraph 2 hereof have not already been paid pursuant to the Interim Compensation Order, (a) the Debtors are directed to pay GJB the outstanding fees in the amount of 204,609.00 which represents 100% of the fees requested within fourteen days of the date of this Order, and any such payment shall be made net of any payments made by the Debtors pursuant to the Interim Compensation Order, withholding or other applicable taxes, and (b) the Debtors are directed to reimburse GJB for its outstanding expenses in the amount of \$33,089.07, which represents 100% of the expenses requested within fourteen days of the date of this Order.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. GJB is authorized and empowered to take all necessary actions to implement the relief granted in this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: _____, 2021.

HON. LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE